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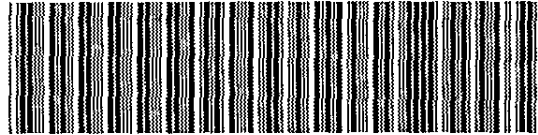
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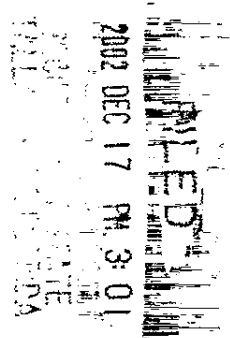
owner of Trademark 926385
is the son or one of the Directors
of Corp. T

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LITCHFORD & CHRISTOPHER

PROFESSIONAL ASSOCIATION

Attorneys and Counselors at Law

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390 NORTH ORANGE AVENUE

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TELECOPIER (407) 841-0325

December 16, 2002

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 Gaines Street
Tallahassee, FL 32399

Re: Flea World, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Flea World, Inc. together with our check in the amount of \$78.75 representing \$35.00 filing fee, \$35.00 fee for registered agent designation and \$8.75 for a certified copy. Please file the original and return a certified copy to me in the envelope provided. If you have any questions, please do not hesitate to contact me.

Sincerely,



Sharon Rodriguez
Legal Secretary to G. Steven Fender

/sr
Enclosures

FILED

2002 DEC 17 PM 3:01

ARTICLES OF INCORPORATION

OF

FLEA WORLD, INC.

The undersigned, being over the age of eighteen (18) years and competent to contract, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I - NAME

The name of this Corporation shall be Flea World, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The physical address of the principal office of the Corporation shall be 610 N. Orange Avenue, Orlando, Florida 32801. The mailing address of the Corporation shall be the same.

ARTICLE III - PURPOSE AND POWERS AND NATURE OF BUSINESS

This Corporation may engage in any lawful activity within the State of Florida or elsewhere in connection with its business.

ARTICLE IV - MANNER OF ELECTION

Directors of the Corporation shall be elected once per year by the Board of Directors after a properly noticed meeting.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws. The name and street addresses of the initial directors of this Corporation are:

Sydney Levy
610 N. Orange Avenue
Orlando, Florida 32801

Marianne Levy
610 N. Orange Avenue
Orlando, Florida 32801

Dick Thatcher
610 N. Orange Avenue
Orlando, Florida 32801

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the Registered Agent shall be as follows:

G. Steven Fender, Esquire
Litchford & Christopher, P.A.
390 N. Orange Avenue, Suite 2200
Orlando, Florida 32801

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

G. Steven Fender, Esquire
Litchford & Christopher, P.A.
390 N. Orange Avenue, Suite 2200
Orlando, Florida 32801

ARTICLE VIII - COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on December 17, 2002, and shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this Corporation.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

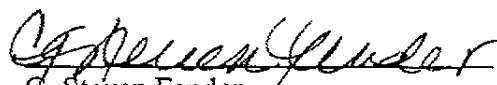
ARTICLE XII - CAPITAL STOCK

The capital stock of this Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE XIII - HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.


IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 11th day of December, 2002.


G. Steven Fender

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 11th day of December, 2002.


G. Steven Fender

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of Flea World, Inc.

Dated this 11th day of December, 2002.


G. Steven Fender