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03 OCT -3 AM 2:00
TALLAHASSEE, FLORIDA

Rhondalee M. Fontaine
1365 Donna Marie Drive
Melbourne, Florida 32904
321-626-9702

September 18, 2003

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed is a copy of the articles of Incorporation for Bellies Maternity, Inc. along with a check. Please file documents accordingly and return 1 certified copy to the above address.

Thank you for your cooperation in this matter.

Sincerely,


Rhondalee M. Fontaine

Bellies Maternity, Inc..
ARTICLES OF INCORPORATION
OF
Bellies Maternity, Inc..

FILED
03 OCT -3 AM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this Corporation (herein "CORPORATION") shall be

Bellies Maternity, Inc.

ARTICLE II
PURPOSE OF BUSINESS

The purpose of this CORPORATION is to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLES III
AUTHORIZED SHARES

The Corporation shall be authorized to create issue and have outstanding at any time, a maximum of 100,000 shares of common stock having a par value of \$0.10 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than par value of the stock so to be issued.

ARTICLES IV
TERM OF EXISTENCE

The existence of this Corporation begins upon the filing of these Articles with the Secretary of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1365 Donna Marie Drive
West Melbourne, Florida 32904

The name of the initial registered agent of this Corporation at that address shall be:

Rhondalee M. Fontaine

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the member of the first Board of Directors who shall hold office until his successor shall have been duly elected or appointed and have qualified is as follows:

Name:

Street Address:

Rhondalee M. Fontaine

1365 Donna Marie Drive
West Melbourne, Florida 32904

**ARTICLE VIII
INCORPORATOR**

The name and the street of the incorporator are as follows:

Name:

Street Address:

Rhondalee M. Fontaine

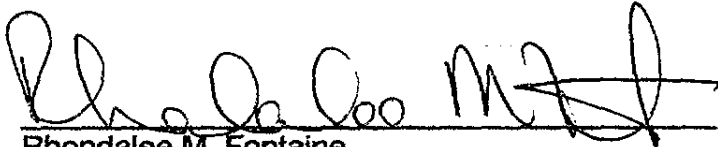
1365 Donna Marie Drive
West Melbourne, Florida 32904

**ARTICLE IX
PRINCIPAL OFFICE**

The street and mailing address of the principal of the
Corporation are:

1365 Donna Marie Drive
West Melbourne, Florida 32904

IN WITNESS WHEREOF, the undersigned has made and
subscribed the Articles of Incorporation at Melbourne, Florida, for the uses and
purposes aforesaid, this _____.

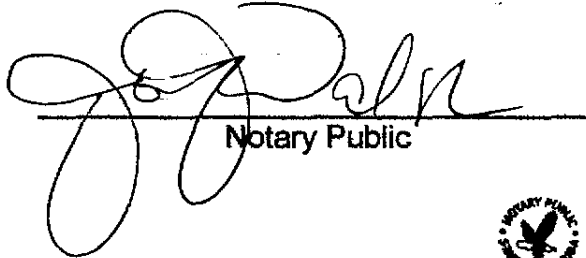
A handwritten signature in cursive script, appearing to read 'Rhondalee M. Fontaine', written over a horizontal line.

Rhondalee M. Fontaine
Incorporator

**STATE OF FLORIDA)
COUNTY OF BREVARD)**

Before me personally appeared Rhondalee M. Fontaine, well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledge before me according to law he made and executed the Articles of Incorporation as in incorporated of CORPORATION for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Brevard County, Florida, this 29 day September, 2003.



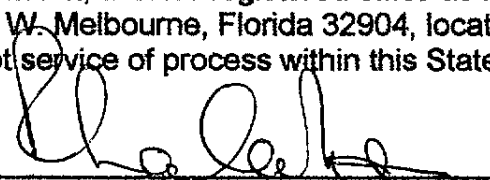
Notary Public



Johnnie Jo Walsh
My Commission DD115948
Expires July 05, 2006

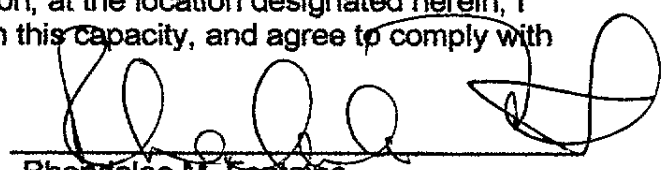
**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Bellies Maternity, Inc, having filed it's Articles of Incorporation contemporaneously here within, with it's registered office as indicated therein at 1365 Donna Marie Drive, W. Melbourne, Florida 32904, located thereat as its registered agent to accept service of process within this State.



Rhondalee M. Fontaine
Incorporator

Having been named as registered agent to accept service of process for the above named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Rhondalee M. Fontaine
Registered Agent

FILED
03 OCT -3 AM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA