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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

baby abuela productions, inc.

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ARTICLES OF INCORPORATION OF
BABY ABUELA PRODUCTIONS, INC.

ARTICLE I - NAME

The name of this Corporation is BABY ABUELA PRODUCTIONS, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the date of filing of the Articles of Incorporation

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Laura Santamaria and the street address of the initial registered office of this Corporation is 8750 Doran Blvd. # 270, Miami, Fl. 33178.

THIS INSTRUMENT PREPARED BY:
LAURA SANTAMARIA, ESQUIRE
6800 SW 115 Street
Miami, FL 33166
TELEPHONE (305) 688-6221

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OF BABY ABUELA PRODUCTIONS, INC.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three Directors. The name(s) and address(es) of the initial Directors are:

NAMES:

ADDRESSES:

Hilda Jimenez

8725 SW 150 Terrace
Miami, Fl. 33157

Carol Fenster

7800 Red Road # 201
Miami, Fl. 33143

Laura Santamaria

6800 SW 115 Street
Miami, Fl. 33156

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Laura Santamaria, and his/her street address is 6800 SW 115 Street, Miami, Fl. 33156.

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OF BABY ABUELA PRODUCTIONS, INC.

ARTICLE XI - OFFICERS

The initial officers of the corporation are:

Hilda Jimenez	President
Carol Fenster	Chief Operating Officer, Treasurer
Laura Santamaria	Chief Financial Officer, Secretary

ARTICLE XII - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 6800 SW 115 Street, Miami, Florida 33156, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 26 day of July, 2004.



Laura Santamaria, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that BABY ABUELA PRODUCTIONS, INC., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Laura Santamaria, located at 6800 SW 115 Street, Miami, Florida 33156, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 26 day of July, 2004.



Laura Santamaria

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