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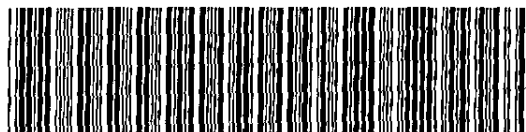
(Business Entity Name)

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FEB 14 2005
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2005 FEB 14 AM 9:42

TALLAHASSEE FL 32301

**YVETTE'S SMILING FACES INC
YVETTE SANDERS
APOPKA, FL. 32703**

FEBUAURY 1, 2005

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32301

DEAR SIRs:

ENCLOSED PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY
FIVE CENTS COSTS AND HANDLING OF INCORPORATION OF:

YVETTE SMILING FACES INC.

THANK YOU,

YVETTE SANDERS

**ARTICLES OF INCORPORATION
OF
YVETTE'S SMILING FACES INC.**

2005 FEB 14 AM 9:42

ALLIANCE FLORIDA

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

YVETTE'S SMILING FACES INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT A CORPARTION IS AUTHORIZED TO HAVE ANY ONE TIME 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$ 1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADRESS OF THE PRINICIPAL OFFICE OF THIS CORPORATION WILL BE LOCATED AT:

**500 S HAWTHRONE AVE
APOPKA, FL. 32703
(407) 822-7640**

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUNBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLES VIII – INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) ARE ELECTED AND HAVE QUALIFIED ARE:

| <u>NAME</u> | <u>OFFICE</u> | <u>ADDRESS</u> |
|----------------|---------------|--|
| YVETTE SANDERS | PRESIDENT | 500 S HAWTHORNE AVE APOPKA, FL. 32703 |

ARTICLE IX – SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> |
|----------------|---|---------------|
| YVETTE SANDERS | 500 S HATHORNE AVE APOPKA, FL. 32703 | 1000 |

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**YVETTE SANDERS
500 S HATHORNE AVE
APOPKA, FL. 32703**


ARTICLES XI – PRE- EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLES XII – AMENDMENTS)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

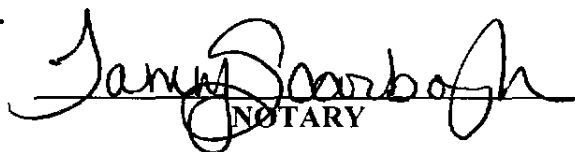
IN WITNESS WHEREOF, I HAVE SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 1ST DAY OF FEBURARY 2005.

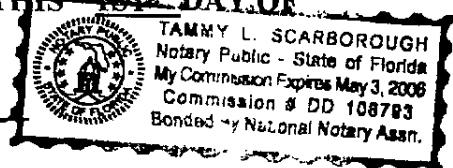

YVETTE SANDERS

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE THIS STATE AND COUNTY SET FOURTH ABOVE, PERSONALLY APPEARED YVETTE SANDERS KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID THIS 1ST DAY OF FEBURARY 2005.


NOTARY



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

YVETTE'S SMILING FACES INC

**HAVING BEEN ORGANIZED UNDER:
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT**

**500 S HAWTHORNE AVE
APOPKA, FL. 32703**

**IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE AND IN THE STATE
OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION,
HAS NAMED:**

YVETTE SANDERS

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

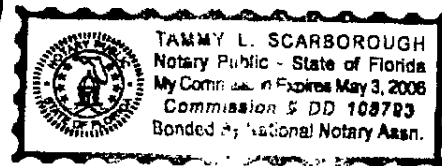
**HAVING BEEN NAMED TO ACCEPT PROCESS SERVICE OF PROCESS FOR
THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID
CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID
ACT RELATIVE TO KEEPING SAID OFFICE OPEN.**



**REGISTERED AGENT
YVETTE SANDERS**



NOTARY



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