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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -6 PM 1:39

Wed Feb 1, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, Fl 32314

900001398989
-02/07/95--01038--017
****122.50 ****122.50

Re: BABY WORLD CORPORATION

Enclosed are original and one copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$122.50 representing the filing fee and charge for certified copy.

Please forward the certified copy of the charter to the undersigned upon issuance.

Sincerely,

Pedro P. Delgado,
Certified Public Accountant

/wp

SNC

PEDRO P. DELGADO, C.P.A.
COMPREHENSIVE
BUSINESS SERVICES
ACCOUNTING TAX SERVICES
1320 So. Dixie Highway, Suite 220
Coral Gables, Florida 33146
FEB 2 1995

ARTICLES OF INCORPORATION

OF

BABY WORLD CORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract, and executes the same for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation is BABY WORLD CORPORATION

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL CAPITAL

This corporation will begin business with at least Five Hundred Dollars (\$500.00) as capital.

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ARTICLE VI - PRINCIPAL OFFICE IN FLORIDA

The initial street address of this corporation in the State of Florida shall be:

13814 SW 152 Street, Miami, Fl 33177

The board of directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price which it is offered to others. The sale of stock by the shareholder shall be limited and governed by a shareholders agreement.

ARTICLE IX - OFFICERS

The name and address of the initial officer(s) of this corporation is(are):

ANA M. GONZALEZ, PRES.
15840 SW 150 Avenue
Miami, Fl 33187

LUIS M. GONZALEZ V-PRES.
15840 SW 150 Avenue
Miami, FL 33187

ARTICLE X - SUBSCRIBERS

The name(s) of the person(s) signing these Articles of Incorporation as a subscriber(s), the number of shares he(she) agreed to take and the value of the consideration therefor is(are):

ANA M. GONZALEZ, 500 SHARES, \$500.00 CONSIDERATION.

The street address of the above subscriber(s) is(are):

15840 SW 150 AVENUE, MIAMI, FL 33187

ARTICLE XI - INITIAL REGISTERED AGENT

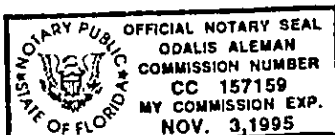
Pursuant to Florida Statue 607.114, BABY WORLD, CORPORATION with its principal office at 13814 SW 152 Street, Miami, Fl 33177, has named as its initial registered agent PEDRO P. DELGADO, C.P.A., 1320 South Dixie Highway, Suite 220, Coral Gables, Fl 33146. IN WITNESS WHEREOF, we, as subscribers, have executed the foregoing Articles of Incorporation as of Wed Feb 1, 1995.

Ana M. Gonzalez (SEAL)

STATE OF FLORIDA }
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this Wed Feb 1, 1995, by ANA M. GONZALEZ, who is personally known to me and who did not take an oath.


Odalis Aleman
NOTARY PUBLIC, State of Florida at Large
Odalis Aleman
My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MY BE SERVED

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--That BABY WORLD CORPORATION desiring to organize or
qualify under the Laws of the State of Florida, with its
principal place of business at City of Miami, State of Florida,
has named PEDRO P. DELGADO, C.P.A., located at 1320 South Dixie
Highway, Suite 220, Coral Gables, Fl 33146, as its agent to
accept service of process within Florida.




ANA M. GONZALEZ

TITLE PRESIDENT

DATE Wed Feb 1, 1995

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.



PEDRO P. DELGADO-Registered Agent

DATE Wed Feb 1, 1995

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