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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: GARY R. SASLAW, P.A.  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LOOK WHO'S TALKING! INC.

FAX AUDIT NUMBER: H95000002482

CURRENT STATUS: REQUESTED

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TALLAHASSEE, FLORIDA

Fax Audit No: H95000002482

ARTICLES OF INCORPORATION  
OF  
LOOK WHO'S TALKING! INC.

NAME

The name of this Corporation shall be LOOK WHO'S TALKING! INC.

Principal Office

The principal place of business and mailing address of the corporation shall be 9494 S.W. 70th Avenue, Miami, Florida 33156.

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Capital Stock

The authorized capital stock, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
7,500	\$1	Voting Common

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 20801 Biscayne Blvd., Suite 304, Aventura, Florida 33180 and the name of the initial registered agent of this Corporation at that address is Gary R. Saslaw.

Initial Board of Directors

The names and addresses of the initial directors of this Corporation are:

Sandra Payton	9494 S.W. 70th Avenue Miami, Florida 33156
Ann Bishop	9494 S.W. 70th Avenue Miami, Florida 33156

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Gary R. Saslaw, Esq.  
Gary R. Saslaw, P.A.  
20801 Biscayne Blvd., Suite 304  
Aventura, Florida 33180  
(305) 682-0200  
Florida Bar No.: 331600

Fax Audit No: H95000002482

The number of directors may be either increased or diminished from time to time as provided for by the By-Laws but shall never be less than one.

Incorporator/Subscriber

The names and addresses of the persons signing these articles are:

Gary R. Saslaw

20801 Biscayne Blvd., Suite 304  
Aventura, Florida 33180

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

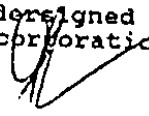
Indemnification

The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing is subject to and shall not limited any rights granted to the Corporation by the Florida General Corporation Act.

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 3rd day of March, 1995.

  
\_\_\_\_\_  
Gary R. Saslaw,  
Incorporator/Subscriber

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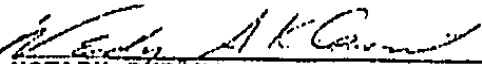
Having been named An Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: March 3, 1995

  
Gary R. Saslaw, Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of March, 1995, by Gary R. Saslaw as Incorporator/Subscriber and by Gary R. Saslaw as Registered Agent.

  
NOTARY PUBLIC, State of Florida  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_

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95 MAR - 3 PM 3:35  
SECRETARY OF STATE  
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