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Jacob J. Linhart, P.A.

15505 BULL RUN ROAD, #255
MIAMI LAKES, FLORIDA 33014

Jacob J. Linhart
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Telephone: (305) 825-6556
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March 26, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: WHIMSICAL WONDERS, INC.

500001761119
-03/28/96--01061--002
***122.50 ***122.50

Dear Sirs:

Enclosed please find Articles of Incorporation for the above Corporation, as well as our client's check in the amount of \$122.50, to cover your costs for filing same.

Kindly provide the undersigned with a certified copy of said Articles as soon as possible.

Thank you in advance for your kind cooperation.

Should you have any questions, or if we can be of any assistance, please feel free to contact the undersigned.

Very truly yours,

JACOB J. LINHART, P.A.

JACOB J. LINHART, ESQ.

FILED
96 MAR 28 PM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB 4/3/96

RECEIVED
95 MAR 20 AM 11:30
STATE
FLORIDA

**ARTICLES OF INCORPORATION OF
WHIMSICAL WONDERS, INC.**

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is WHIMSICAL WONDERS, INC.

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The minimum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock at one dollar (\$1.00) par value.

ARTICLE FIVE

The street address of the principal office of the Corporation is as follows:

7050 West 3rd Avenue
Hialeah, Florida 33014

Its mailing address and initial registered office are as follows:

7050 West 3rd Avenue
Hialeah, Florida 33014

The name of the initial registered agent at that address is CECILIA MILLAN LINHART.

ARTICLE SIX

The Board of Directors of the Corporation shall consist of ONE (1) or more members, as may be provided in the By-Laws. The names and addresses of the members of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
CECILIA MILLAN LINHART	7050 West 3rd Avenue Hialeah, Florida 33014

ARTICLE SEVEN

The names and addresses of the Incorporators are as follows:

<u>Name</u>	<u>Address</u>
CECILIA MILLAN LINHART	7050 West 3rd Avenue Hialeah, Florida 33014

ARTICLE EIGHT

The percentage of stock of the Corporation as issued to the shareholders is as follows:

CECILIA MILLAN LINHART

100%

ARTICLE NINE
DESIGNATION OF REGISTERED AGENT

I hereby accept Designation as Registered Agent for WHIMSICAL WONDERS, INC.


CECILIA MILLAN LINHART

IN WITNESS WHEREOF, we have hereby subscribed our hands and seals this 13 day of November, 1995.


CECILIA MILLAN LINHART

CERTIFICATION

STATE OF FLORIDA }
COUNTY OF DADE }

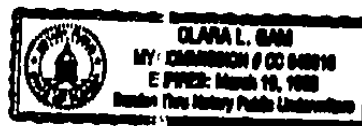
Before me, the undersigned authority, duly authorized to administer oaths, personally appeared CECILIA MILLAN LINHART, to me personally known, or who identified themselves to me by showing

_____ as identification, and who acknowledged that they executed these Articles of Incorporation for the purposes contained therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal
this 13 day of November, 1995.

Clara L. Gam
NOTARY PUBLIC

My Commission Expires:



THIS INSTRUMENT PREPARED BY:

JACOB J. LINHART, P.A.
15505 BULL RUN ROAD, #255
MIAMI LAKES, FLORIDA 33014
(305) 825-6556