

P96000048556

CHARLES H. BURNS
ATTORNEY AT LAW
Oceanside Professional Centre
1080 E. Indian Town Rd
Jupiter, Florida 33477

Tel: (407) 747-9000

Fax: (407) 575-7042

May 6, 1996

600001859016
-06/12/96--01013--010
****122.50 ****122.50

Beth Register
Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RE: Smileawhile, Inc.

Dear Ms. Register:

Enclosed is the Articles of Incorporation for the above referenced corporation, along with our firm's check in the amount of \$122.50 representing filing fees for same.

In the event you have any questions regarding the enclosure, please do not hesitate to contact our office.

Sincerely yours,

Ch H Burns

Charles H. Burns

CHB/rhb

Enclosures

FILED
96 JUN -6 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

308, 609, 671
w/96-10175

B. REGISTER MAY 14 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1996

CHARLES H BURNS, ESQUIRE
1080 E INDIANTOWN RD
OCEANSIDE PROFESSIONAL CENTRE
JUPITER, FL 33477

SUBJECT: SMILEAWHILE, INC.
Ref. Number: W96000010175

We have received your document for SMILEAWHILE, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 196A00023800

Tel. (407) 747-2600

CHARLES H. BURNS
ATTORNEY AT LAW
Oceanside Professional Centre
1080 E. Indian Town Rd
Jupiter, Florida 33477

Fax: (407) 575-7649

June 3, 1996

Both Register
Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RE: Smileawhile, Inc.

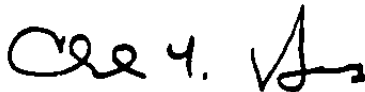
Dear Ms. Register:

In response to your correspondence of May 14, 1996, enclosed please find the following documents:

1. Copy of your correspondence to our office dated May 14, 1996.
2. Our check number 702 in the amount of \$122.50 representing the required fees to register *Smileawhile* as a Florida corporation.
3. The original Articles of Incorporation which have been modified to meet the requirements of the State of Florida.
4. Self-addressed, stamped envelope for the return of the corporation's copy of the filed documents.

In the event you have any questions regarding the enclosures, please do not hesitate to contact our office.

Sincerely yours,



Charles H. Burns

CHB/rhb

Enclosures

ARTICLES OF INCORPORATION

OF

SMILEAWHILE, INC.

FILED
96 JUN -6 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

SMILEAWHILE, INC.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of engaging in every aspect and phase of the entertainment industry, specifically including comedy productions; and furthermore to engage in every transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND. Such shares shall be of a single class and shall have a par value of ONE DOLLAR (\$1.00) per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial registered office of this corporation is:

c/o Charles H. Burns, Esq.
Oceanside Professional Centre
1080 E. Indiantown Road
Jupiter, Florida 33477

The name of the initial registered agent of this corporation is CHARLES H. BURNS, ESQ. This is also the principal office.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the person who is to serve as the member of the initial Board of Directors is:

BRENDAN GRACE
EILEEN GRACE
1000 U.S. Highway One
Unit 726
Jupiter, Florida 33469

ARTICLE EIGHT

The names and addresses of the incorporators are:

BRENDAN GRACE
EILEEN GRACE
1000 U.S. Highway One
Unit 726
Jupiter, Florida 33469

ARTICLE NINE

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


ARTICLE TEN


The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or

substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE ELEVEN

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties.

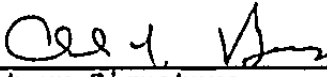


BRENDAN GRACE


EILEEN GRACE

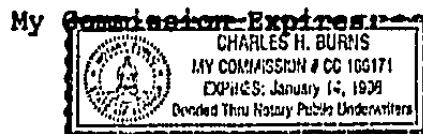
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of May, 1994, by **BRENDAN GRACE**, in the County and State set forth above, and he is personally known to me or produced _____ as identification and did/did not take an oath.



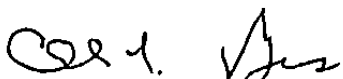
Notary Signature
Charles H. Burns

Printed Notary Signature



STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of May, 1994, by **EILEEN GRACE**, in the County and State set forth above, and she is personally known to me or produced _____ as identification and did/did not take an oath.



Notary Signature
Charles H. Burns

Printed Notary Signature



ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Florida, with offices located at 1080 E. Indiantown Road, Jupiter, Florida 33477. I hereby accept the foregoing designation of Registered Agent for SMILEAWHILE, INC.

Dated at Jupiter, Florida on this 22nd day of May, 1996.



CHARLES H. BURNS

FILED
96 JUN -6 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA