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Gerald V. Walsh, Esq.

Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0800 N.W. 37TH COURT
CORAL SPRINGS, FLORIDA 33008

UNOWARD (054)788-0310
FAX (054)788-0204

August 16, 1996

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

Re: TREAT CENTERS U.S.A., INC.

To the Secretary of State:

400001926054
-08/20/96--01045--015
***122.50 ***122.50

Enclosed please find an original and one copy of the
Articles of Incorporation for the above-referenced corporation.

A Federal Express envelope is enclosed for the speedy return *
of the filed document. Thank you for your assistance.

Also included is a check in the amount of One Hundred Twenty
Two Dollars and Fifty Cents (\$122.50) representing the following:

Filing Fee	\$35.00
One Certified Copy	\$52.50
Registered Agent Fee	<u>\$35.00</u>
TOTAL	<u>\$122.50</u>

If you have any questions, please contact me.

Thank you.

Very truly yours,

Gerald V. Walsh

Enclosures: 4 as stated

GVW, aw

* The Federal
Express envelope
has an airbill
pre addressed
and will be
billed to my
account.

Thank
you.

PK
8/21/96

**ARTICLES OF INCORPORATION
OF
TREAT CENTERS U.S.A., INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
NAME**

The name of the corporation is: TREAT CENTERS U.S.A., INC..

**ARTICLE II.
PRINCIPAL OFFICE**

The principal office of the Corporation (or the mailing address) will be: 10146 N.W. 19th Street, Coral Springs, FL 33071.

**ARTICLE III.
DURATION**

The corporation shall exist in perpetuity.

**ARTICLE IV.
PURPOSE**

The corporation is organized for the purposes of transacting any and all lawful business.

**ARTICLE V.
CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**ARTICLE VI.
RIGHT OF SHARES OF CAPITAL STOCK**

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, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares. Shareholders will not have pre-emptive rights.

**ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial Registered Agent and Registered Office of the corporation are:

NAME

Gerald V. Walsh

ADDRESS

9500 N.W. 37th Court
Coral Springs, FL 33065

**ARTICLE VIII.
INITIAL BOARD OF DIRECTORS**

The corporation shall have Three Directors initially. The number of Directors may be changed by the By-Laws adopted by the corporation. The name and address of the Initial Directors appear below.

NAME	ADDRESS
DOUGLAS FROOT	3823 Jasmine Lane Wilderness, Coral Springs, Florida 33065-6058
MARVIN FROOT	10146 N.W. 19th Street Coral Springs, FL 33065
BONNIE FROOT	10146 N.W. 19th Street Coral Springs, FL 33065

**ARTICLE IX.
INCORPORATION**

The name and address of the person signing these Articles is:

NAME	ADDRESS
GERALD V. WALSH	9500 N.W. 37th Court Coral Springs, FL 33065

**ARTICLE X.
BY-LAWS**

The power to adopt, alter, amend or repeal the By Laws shall be vested in the Directors.

**ARTICLE XI.
INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XII.
COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the Date of Filing of these Articles of Incorporation with the State of Florida.

The undersigned has executed these Articles of Incorporation this 16th day of August, 1996.



Gerald V. Walsh
Incorporator

FILED

CERTIFICATE OF DESIGNATION

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REGISTERED AGENT/REGISTERED OFFICE
UPON WHOM PROCESS MAY BE SERVED.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is TREAT CENTERS U.S.A., INC..
2. The name of the registered agent and office are:

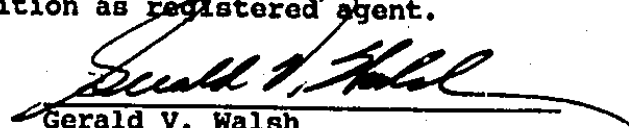
Gerald V. Walsh
9500 N.W. 37th Court
Coral Springs, Florida 33065



Signature of Incorporator
Gerald V. Walsh

Date: 8/16/96

Having been named as 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.



Gerald V. Walsh
Resident Agent

Date: 8/16/96