

P96000089780

Elizabeth Zipkin
830 N.E. 171 Terr.
N. Miami Bch., Fl.
33162

October 28, 1996

Secretary of State
Division of Corporations
New Filings Department
409 E. Gaines Street
Tallahassee, Fl.
32301

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-10/30/96--01026--012
****122.50 ****122.50

Please find enclosed two (2) copies of the Articles
of Incorporation for Smile Time, Inc., and my check
in the amount of \$ 122.50 .

Should you have any questions regarding this matter,
please telephone (305) 655-1995 .

Sincerely,

Elizabeth Zipkin
Elizabeth Zipkin

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
SMILE TIME, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is:

SMILE TIME, INC.

ARTICLE II

NATURE OF BUSINESS

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 III

CAPITAL STOCK

The maximum number of shares of stock which this Professional Service Corporation is authorized to have outstanding at any one time is 100 shares of common stock, no par value per share.

ARTICLE IV

TERM

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall begin business on the date of acceptance of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

ADDRESS

The initial street address of the principal office of this corporation shall be 830 N.E. 171st Terrace, North Miami Beach, Florida 33162

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SECRET
STATE
OFFICE OF THE
SECRETARY OF STATE

The Board of Directors of this corporation may from time to time move its principal office in the State of Florida to any other place in this State.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) director initially. The number of directors of this corporation may be either increased or diminished from time to time pursuant to the By-Laws, but shall never be less than one (1).

ARTICLE VII

INITIAL OFFICER AND DIRECTOR

ELIZABETH ZIPKIN	830 N.E. 171 TERRACE
PRESIDENT / TREASURER	N. MIAMI BEACH, FL.
	33162

ARTICLE VIII

SUBSCRIBER

The name and street address of the person executing these Articles of Incorporation as subscriber:

ELIZABETH ZIPKIN	830 N.E. 171st Terrace
	N. Miami Beach, Fl. 33162

ARTICLE IX

REGISTERED AGENT

The registered agent and registered office of this corporation in the State of Florida shall be:

ELIZABETH ZIPKIN	830 N.E. 171st Terrace
	N. Miami Beach, Fl. 33162

ARTICLE X

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of October, 1996


ELIZABETH ZIPKIN

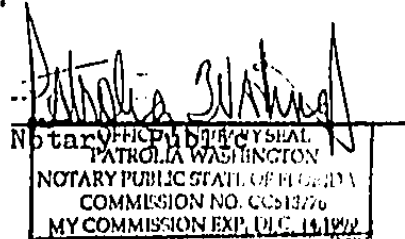
STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Incorporation of Smile Time, Inc. were acknowledged before me this 28 day of October, 1996 by Elizabeth Zipkin, as Incorporator.

FILED STATE
CLERK OF COUNTY
96 OCT 29 PM 4:16

SWORN TO AND SUBSCRIBED TO BEFORE ME
THIS 28 DAY OF OCTOBER 1996 :



My Commission expires :

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Smile Time, Inc., at the place designated in the Articles of Incorporation, 830 N.E. 171 Terrace, N. Miami Beach, Florida 33162 agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: October 28, 1996 Elizabeth Zipkin