

11/05/96

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3720

NAME: BABE NTC, INC.

AUDIT NUMBER.....H96000015571

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

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share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered and/or

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ARTICLES OF INCORPORATION

OF

BABE NIC, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation shall be:

BABE NIC, INC.
2751 SW 4TH STREET
FT. LAUDERDALE, FL 33312

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1,000) shares, One (\$1.00) Dollar par value per share, common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which has been paid or delivered, shall be deemed

Prepared by:
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constitute any act or decision rendered by the Board of Directors.

ARTICLE X - OFFICERS

The name and address of the Officers of this Corporation are:

NAME	TITLE	ADDRESS
MARY-ANN NICHOLSON	President/ Asst. Sec.	2751 SW 4TH STREET FT. LAUD., FL 33312
PETER NICHOLSON	V.P./Sec./ Treas.	2751 SW 4TH STREET FT. LAUD., FL 33312

ARTICLE XI - INCORPORATOR

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

PETER NICHOLSON
2751 SW 4TH STREET
FT. LAUD., FL 33312

ARTICLE XII - INDEMNIFICATION

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

IN WITNESS WHEREOF, I, the undersigned, being the incorporator named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 4 day of November, 1996.



PETER NICHOLSON, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

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BEFORE ME, the undersigned authority, personally appeared PETER NICHOLSON, who is personally known to me, and is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Dania, Florida, this 4th day of November, 1996.

Thelma R. Callam
NOTARY PUBLIC, State of Florida
THELMA R. CALLAM
(Print name of Notary)

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.050, Florida Statutes, the following is submitted:

FIRST, that BABE NIC, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2751 SW 4TH STREET, FT. LAUDERDALE, FL 33312, named PETER NICHOLSON, 2751 SW 4TH STREET, FT. LAUDERDALE, FL 33312, as its agent to accept service of process within Florida.


Date

11/4/96


PETER NICHOLSON, Vice President

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Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and keeping open said office.


PETER NICHOLSON,
Registered Agent

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