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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BABY PACK, INC.

AUDIT NUMBER.....H96000016859

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:
BABY PACK, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:
8342 N. W. 66TH STREET
MIAMI, FL. 33166
(305) 471-7344

FILED
36 DEC -2 PM 3:31
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 SHARES OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:
8342 N. W. 66TH STREET
MIAMI, FL. 33166
(305) 471-7344

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:
LEO CALDAS, JR.

PREPARED BY:
GUILLERMO UBIETA
2320 WEST 63RD STREET
HALEAH, FL. 33016
(305) 558-4514

H96000016859

ARTICLE VI -- INITIAL BOARD OF DIRECTORS ^{H96000016859}

THIS CORPORATION SHALL HAVE 3 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

PRESIDENT & DIRECTOR:	LEO CALDAS, JR.
VICE-PRESIDENT & DIRECTOR:	WAGNER MACHADO
SECRETARY & TREASURER:	JOAO ROBERTO BARUSCO

PRINCIPAL ADDRESS: 8342 N. W. 66TH STREET, MIAMI, FL. 33166

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

LEO CALDAS, JR.
8342 N.W. 66TH STREET
MIAMI, FL. 33166
(305) 471-7344

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.


ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 22ND DAY OF NOVEMBER, 1996.



Incorporator

H96000016859

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STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

LEO CALDAS, JR. PDL NO. J560-523-60-420-0

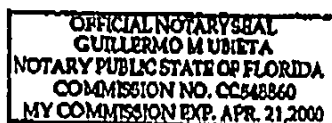
KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 22ND DAY OF NOVEMBER ,1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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H96000016859

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT BABY PACK, INC., DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:
LEO CALDAS, JR.

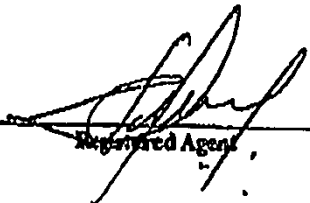
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
BABY PACK, INC.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES,

THIS 22ND DAY OF NOVEMBER, 1996.



Registered Agent

H96000016859

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96 DEC -2 PM 3:31
NOTARY PUBLIC
TALLAHASSEE, FLORIDA