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SCOTT B. CHAPMAN
*ALSO ADMITTED IN OHIO

REPLY TO: FLORIDA

997000010071

January 23, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

500002071185--4
-01/28/97--01162--001
****122.50 ****122.50

RE: Shimshon's Magic Touch, Inc.
Proud Parents, Inc.

To whom it may concern:

Enclosed please find an original and a copy of the Articles of Incorporation of Shimshon's Magic Touch, Inc. and Proud Parents, Inc..

In addition, enclosed please find this firm's check in the amount of \$122.50 which represents payment in full for the filing of the Articles of Incorporation and the certified copy. Upon the filing of the same, please return to this office a certified copy in the enclosed, self-addressed, stamped envelope.

Thank you for your courtesy and cooperation with regard to this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

Scott B. Chapman
Attorney at Law

SBC/sm

Encl.

See 1/31

FILED
97 JAN 28 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHIMSHON'S MAGIC TOUCH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is SHIMSHON'S MAGIC TOUCH, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing immediately.

ARTICLE III - PURPOSE

The Corporation may engage in any and all lawful activities of business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and the principal office of this Corporation is :

SHIMSHON HAZAN
8188C Thames Blvd.
Boca Raton, FL 33433

ARTICLE VI - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is SCOTT B. CHAPMAN, ESQUIRE, Parkway Center, Suite 330, 7900 Glades Road, Boca Raton, Florida 33434.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 7 day of January, 1997.


SCOTT B. CHAPMAN, ESQ.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the Above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned individual agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 23 day of January, 1997.

SHIMSHON HAZAN
(Registered Agent)

STATE OF FLORIDA)

SS.:

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, in the State of and County set forth above, personally appeared SHIMSHON HAZAN personally known to me and known by me to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of SHIMSHON'S MAGIC TOUCH, INC., and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid this 23 day of January, 1997.

NOTARY PUBLIC

My commission expires:

Personally Known

Identification Produced



SCOTT B. CHAPMAN
COMMISSION # CC370102
EXPIRES MAY 5, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.