

P97000020774

Date FEBRUARY 27, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: SMILEY TEETH, Inc.
(name of corporation)

FILED
97 MAR -3 PM 2:45
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of ~~XXXXXX~~ \$70.00

This represents the cost of the Filing Fee, ~~XXXXXX~~ and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

1 00002102371 --7
-03/03/97--01068--008
*****70.00 *****70.00

John D. Blue
JOHN D. BLUE
(individual's name)

SMILEY TEETH, Inc.
(name of corporation)

MAR 6 BSB

MAILING ADDRESS OF CORPORATION		
Attention: JOHN D.BLUE USF 30132		
4202 E. FOWLER Ave. TAMPA, FL. 33620-3013		
PHONE		
(813)	938-0020	Ext.
Area Code	Number	

ARTICLES OF INCORPORATION

of
SMILEY TEETH, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: SMILEY TEETH, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue TEN MILLION (10,000,000) shares () of one tenth of one cent Dollar(s) (\$ -0.001-) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	SMILEY TEETH, Inc. Attention: JOHN D.BLUE		
ADDRESS	USF 30132 - 4202 E. FOWLER AVE.		
CITY	TAMPA, FL. 33620-3013	FLORIDA	ZIP

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	JOHN D.BLUE		
ADDRESS	USF 30132 - 4202 E. FOWLER AVE.		
CITY	TAMPA, FL. 33620-3013	FLORIDA	ZIP

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (-1-) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	JOHN D.BLUE		
ADDRESS	USF 30132 - 4202 E. FOWLER AVE.		
CITY	TAMPA, FL. 33620-3013	STATE	ZIP
NAME	none		
ADDRESS			
CITY		STATE	ZIP
NAME	none		
ADDRESS			
CITY		STATE	ZIP

FILED

97 MAR -3 PM 2:15
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JOHN D. BLUE		
ADDRESS	USF 30132 4202 E. FOWLER AVE.		
CITY	TAMPA, FL. 33620-3013	STATE	ZIP
NAME	none		
ADDRESS			
CITY		STATE	ZIP
NAME	none		
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28
day of FEBRUARY, 19 97.

John D. Blue (Seal)

(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF Hillsborough) SS
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally
appeared
JOHN D. BLUE

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who
acknowledged before me that he does executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28th.
day of FEBRUARY, 19 97.

(Notary Seal)

Sylvia E. Wilson
(Notary Public, State of Florida at Large)

My Commission expires:



SYLVIA E. WILSON
Notary Public - State of Florida
COMMISSION # CC 615559
EXPIRES JAN 28, 2001

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

SMILEY TEETH, INC.

(name of corporation)

FILED
97 MAR -3 PM 2:45
STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at SMILEY TEETH/Attention JOHN D.BLUE

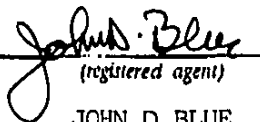
USF 30132 - 4202 E. FOWLER AVE. TAMPA, FL. 33620-3013

has named JOHN D.BLUE

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)
JOHN D.BLUE