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March 25, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/27/97--01014--003
*****70.00 *****70.00

Re: Babes, Bucks & Beyond, Inc.

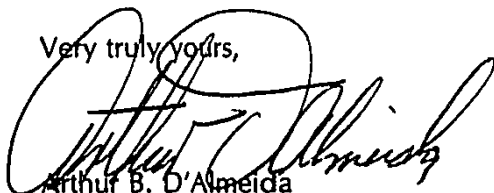
Dear Sir/Madam:

Enclosed are the following:

1. Original and one copy of the above-referenced Articles of Incorporation; and
2. Our check in the amount of \$70.00

Please file the Articles and return a date-stamped copy to us in the envelope provided. If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,


Arthur B. D'Almeida

sm

Enclosures

cc: Ms. Cheri Ferguson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 27 PM 2:36

D. BROWN MAR 31 1997

ARTICLES OF INCORPORATION

OF

BABES, BUCKS & BEYOND, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 27 PM 2:35

The undersigned, acting as incorporator of BABES, BUCKS & BEYOND, INC., a corporation organized under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be: BABES, BUCKS & BEYOND, INC.

ARTICLE II

Corporate existence shall begin at the time these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This corporation shall have the authority to issue one (1) class of stock. The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial street address of the initial corporate office is: 17135 Ryton Lane, Boca Raton, Florida 33496. The principal office address shall be the same. The name of the

registered agent of the corporation is CHERI FERGUSON, and the registered agent's address is 17135 Ryton Lane, Boca Raton, Florida 33496.

ARTICLE VI

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased from time to time by the By-Laws, but shall never be more than five (5) members.

ARTICLE VII

The name and address of the person who shall serve as Directors until the first meeting of Shareholders, or until their successors have been elected and qualified are:

NAME

ADDRESS

CHERI FERGUSON

17135 Ryton Lane
Boca Raton, Florida 33496

ARTICLE VIII

The name and address of the initial incorporator is CHERI FERGUSON, and the principal place of business shall be 17135 Ryton Lane, Boca Raton, Florida 33496.

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

The corporation shall indemnify any office or director, or any former officer or

director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without of the State of Florida, under the laws of Florida, does make and files this Certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth and hereunto sets her hand and seal the 25th day of March, 1997.


CHERI FERGUSON
Incorporator/Director


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MAR 27 PM 2:35
STATE
TALLAHASSEE

I HEREBY ACCEPT the foregoing designation as Registered Agent outlined in
Article V.


CHERI FERGUSON

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on the 25th day of March, 1997, before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared CHERI FERGUSON, Incorporator and Registered Agent of the foregoing Articles of Incorporation, known to me personally to be such, and I have first made known to her the contents of said Articles, she did acknowledge that she signed, sealed and delivered the same as her voluntary act and deed and deposed that the facts therein stated were truly set forth.


Notary Public

My Commission Expires:



Susan Messing
MY COMMISSION # CC403809 EXPIRES
September 7, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.