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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Treat Centers USA of Jacksonville, Inc
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #) 200002182702--5
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF INCORPORATION
OF
TREAT CENTERS USA OF JACKSONVILLE, INC.**

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ARTICLE I - NAME

The name of this Corporation is TREAT CENTERS USA OF JACKSONVILLE, INC.
and its address is 3990 Sheridan Street, Hollywood, Florida 33021.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of one (\$.01) penny par value
common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Roger Friedbauer
and his address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida
33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Stuart Yachnowitz	3990 Sheridan Street Hollywood, FL 33021
Marvin Froot	3990 Sheridan Street Hollywood, FL 33021
Roger Friedbauer	201 S. Biscayne Boulevard 1600 Miami Center Miami, FL 33131

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

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

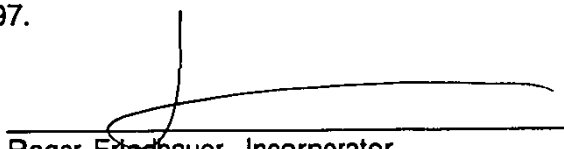
ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Roger Friedbauer and his address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, FL 33131.

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 Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of May, 1997.



Roger Friedbauer, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY 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 15th DAY OF MAY, 1997.



Roger Friedbauer, Registered Agent

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