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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: RICHARD OSTER
PHONE: (608) 251-6600

FAX #:

(608) 251-6907

NAME: ONCE UPON A TIME, INC.

AUDIT NUMBER.....H97000008985

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

CERT. OF STATUS..1

PAGES..... 1

CERT. COPIES.....0

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**ARTICLES OF INCORPORATION
OF
Once Upon a Time, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Once Upon a Time, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5111 Alhambra Circle, Coral Gables, FL 33146.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

1. The name and address of the initial registered agent is: Cesar E. Alvarez, 5111 Alhambra Circle, Coral Gables, FL 33146.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703.

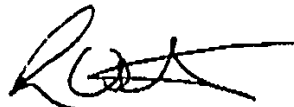
ARTICLE V INITIAL DIRECTOR

The initial directors of the corporation are:
Cesar E. Alvarez, 5111 Alhambra Circle, Coral Gables, FL 33146.

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of June, 1997.

The document was prepared by:

Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600



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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

2. The name of the corporation is: Once Upon a Time, Inc.
3. The name and address of the registered agent and office is: Cesar E. Alvarez, 5111 Alhambra Circle, Coral Gables, FL 33146.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature 

Date MAY 30/1997

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