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CHRISTINA M. PRIETO
6800 S.W. 45th Lane, #8
Miami, Florida 33155
Daytime Ph. (305) 358-5690

FILED

97 AUG 22 AM 10: 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 18, 1997

Office of the Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

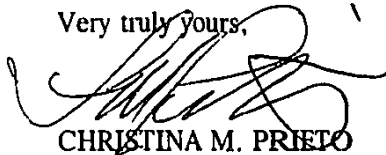
Re: Once Upon a Dream, Inc.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation for the referenced corporation, along with my check in the amount of \$122.50.

Please file the Articles and return to the undersigned the Certificate of Incorporation and one certified copy.

Very truly yours,



CHRISTINA M. PRIETO

CMP/ssk
Enclosures (stated)

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***122.50 ***122.50

Christina Prieto
INCORPORATION BY PHONE TO
Alcheltz
OK

PK
8/25/97

**ARTICLES OF INCORPORATION
FOR
ONCE UPON A DREAM, INC.**

FILED

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The undersigned, desiring to form a corporation under the laws of the State of Florida, providing for the formation of a corporation under the provisions of the Statutes of the State of Florida, and privileges and immunities of corporations for profit, certifies that:

ARTICLE I.

The name of the corporation is:

ONCE UPON A DREAM, INC.

The mailing address shall be:

**6800 S.W. 45TH Lane, #8
Miami, FL 33155**

ARTICLE II.

This corporation is organized to carry on and engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE III.

This corporation is authorized to issue Fifty (50) shares of \$10.00 par value common stock.

ARTICLE IV.

The street address of the initial registered office is:

**25 West Flagler Street, Suite 900
Miami, FL 33130**

The name of the initial registered agent of this corporation is:

CHRISTINA M. PRIETO

ARTICLE V.

This corporation shall have two (2) 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 name and address of the initial directors of this corporation are:

**CHRISTINA M. PRIETO
6800 S.W. 45TH Lane, #8
Miami, FL 33155**

ANTOINETTE M. KELSO
5946 S.W. 107th Street
Miami, FL 33156

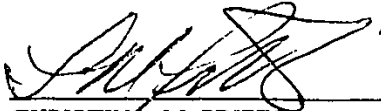
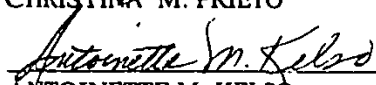
ARTICLE VI.

The names and addresses of the persons who are the incorporators signing these Articles are:

CHRISTINA M. PRIETO
6800 S.W. 45TH Lane, #8
Miami, FL 33155

ANTOINETTE M. KELSO
5946 S.W. 107th Street
Miami, FL 33156

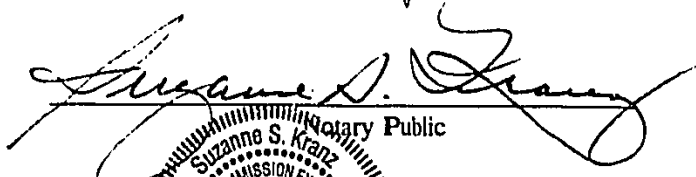
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 18th day of August, 1997.


CHRISTINA M. PRIETO

ANTOINETTE M. KELSO

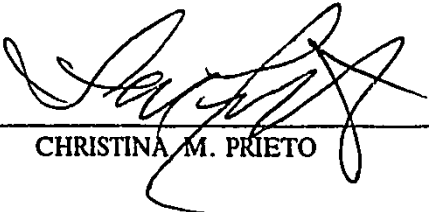
STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared, CHRISTINA M. PRIETO and ANTOINETTE M. KELSO, (who are personally known to me and who did take an oath), the persons described in and who executed and subscribed to the above Articles of Incorporation, and that they acknowledged before me that they executed the same and subscribed to the same for the purposes therein expressed.

Sworn to and subscribed before me, this 18 day of August, 1997.


Suzanne S. Kranz, Notary Public
My Commission Expires MARCH 2, 2000
FCU 829288
Bonded thru
Fidelity Insurance
NOTARY PUBLIC, STATE OF FLORIDA

I, CHRISTINA M. PRIETO, having been designated as the Registered Agent in the above and foregoing articles, and am familiar with and accepts the obligations of the position of registered agent.



CHRISTINA M. PRIETO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA