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September 19, 1997

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

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-10/06/97--01136--014
****122.50 ****122.50

Re: **Babies First, Inc.**
Articles of Incorporation

Dear Sir or Madam:

Enclosed is our check in the amount of \$122.50 for the filing of the enclosed Articles of Incorporation of Babies First, Inc. Please mail our certified copy to:

Carol Ward, Vice-President/Secretary
Babies First, Inc.
4407 West Bay Villa Avenue
Tampa, FL 33611

We appreciate your help, and if you have any questions, you may contact Carol Ward, Vice-President/Secretary at her daytime phone number of (813) 228-9819 or evenings at (813) 839-3260.

Sincerely,

Carol Ward

Carol Ward
Secretary
Babies First, Inc.

FILED
97 OCT -6 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-10/4/97

**ARTICLES OF INCORPORATION
OF
BABIES FIRST, INC.**

FILED
97 OCT -6 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent, hereby presents these Articles of Incorporation for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is: BABIES FIRST, INC.

ARTICLE II - EXISTENCE

The Corporation shall come into existence immediately upon the filing of these Articles of Incorporation and shall have a perpetual existence thereafter.

ARTICLE III - NATURE OF BUSINESS

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful businesses in the State of Florida, including the making and sale of baby bracelets.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have at any one time is 100 shares of common stock at \$1.00 par value.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business is \$500.00.

ARTICLE VI - ADDRESS & REGISTERED AGENT

The post office address of the Corporation's principal business office is 4407 West Bay Villa Avenue, Tampa, Florida 33611, and the name and address of its initial Registered Agent is Pamela Fingar, 4407 West Bay Villa Avenue, Tampa, Florida 33611. The Board of Directors may from time to time move the Registered Agent's Office to any other office in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of those directors whose names and addresses are as follows: President/Treasurer: Pamela Fingar, 4407 West Bay Villa Avenue, Tampa, Florida 33611; and Vice-President/Secretary: Carol Ward, 4407 West Bay Villa Avenue, Tampa, Florida 33611.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is: Carol Ward, 4407 West Bay Villa Avenue, Tampa, Florida 33611.

ARTICLE IX - CHAPTER 8

The Directors shall be authorized to make a Declaration as may be necessary to cause the Corporation to qualify for treatment as an "S" Corporation under Section 1362 of the Internal Revenue Service Code.

ARTICLE X - AMENDMENTS

The Articles of Incorporation may be amended in the manner as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the shareholder's sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of the shareholders are subject to these reservations.

ARTICLE XI - SHAREHOLDERS OF COMMON STOCK

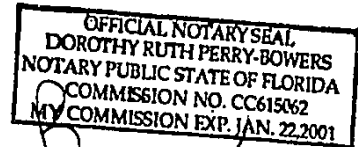
The shareholders of the common stock of this Corporation shall have prescriptive rights to the shares of common stock or any other type of stock of this Corporation hereafter issued.

IN WITNESS WHEREOF, the Incorporator above named has hereunto set her hand and seal on this 29th day of September, 1997 for the purpose of forming this Corporation under the laws of the State of Florida, and she makes, subscribes, acknowledges and files in the Office of the Secretary of the State of Florida these Articles of Incorporation and certifies that the facts herein stated are true.

Carol Ward
CAROL WARD

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29
day of September, 1997, by Carol Ward who is personally known to me
or who produced identification FLDL W630119475010 and who
acknowledged the execution thereof to be her free act and deed for
the uses and purposes therein mentioned.



Dorothy Ruth Perry-Bowers

NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

In pursuance of Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Act: BABIES FIRST, INC., desiring to organize under the laws of the State of Florida with its principal office located at 4407 West Bay Villa, Tampa, Florida 33611 has named Pamela Fingar as its Registered Agent.

ACKNOWLEDGMENT

HAVING BEEN NAMED Registered Agent for the above-named Corporation, at the place designated in this Certificate, I hereby accept to act in the capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Pamela Fingar
PAMELA FINGAR

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TALLAHASSEE, FLORIDA