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LAW OFFICES  
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SUITE 601  
3225 AVIATION AVENUE  
MIAMI, FLORIDA 33133

MICHAEL A. ROSEN

VIA FEDERAL EXPRESS

TELEPHONE  
(305) 854-0400  
TELEFAX  
(305) 285-1632

December 23, 1997

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

900002382089--8  
-12/24/97--01055--016  
\*\*\*122.50 \*\*\*122.50

Attn: Division of Corporations

Re: Metropolitan Kids Corp.

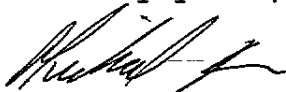
Dear Sir:

Enclosed are:

1. An original and one copy of the Articles of Incorporation of Metropolitan Kids Corp.
2. A check in the amount of \$122.50 as payment for the filing fees, charter tax, certified copy of the Articles of Incorporation and designation of registered agent.

Please record and file the original Articles of Incorporation and the designation of registered agent. Certify the copy of the Articles and return it to me. I will appreciate your cooperation in this matter.

Sincerely yours,

  
Michael A. Rosen

EFFECTIVE DATE

12-23-97

MAR:ng

Enclosures

Marc1111.3

FILED  
97 DEC 24 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OK 12-26-97

EFFECTIVE DATE

12-23-97

FILED  
97 DEC 24 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
METROPOLITAN KIDS CORP.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME AND MAILING ADDRESS

The name of the corporation is METROPOLITAN KIDS CORP., and the corporation's initial mailing address is 2114 Fisher Island Drive, Miami, FL 33109.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Suite 601, 3225 Aviation Avenue, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is MICHAEL A. ROSEN.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Laurie Meyers	2114 Fisher Island Drive
	Miami, FL 33109

ARTICLE VII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: MICHAEL A. ROSEN, Suite 601, 3225 Aviation Avenue, Miami, Florida 33133.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. In order to be effective, every amendment must be approved by the holders of a majority of the stock entitled to vote thereon at a meeting of stockholders called for such purpose, unless all the stockholders entitled to

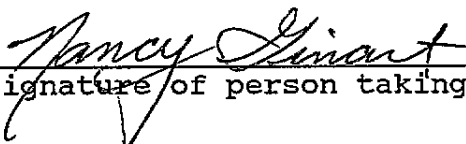
vote sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 23rd day of December, 1997.

  
MICHAEL A. ROSEN

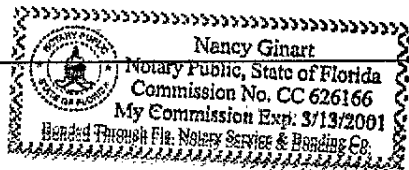
STATE OF FLORIDA       )  
                              : ss.  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this 23rd day of December, 1997, by MICHAEL A. ROSEN, who is personally known to me or who has produced \_\_\_\_\_ (type of identification) as identification and who did not take an oath.

  
Signature of person taking acknowledgment

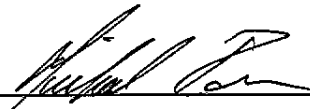
Nancy Ginart  
Name of acknowledger typed, printed or stamped

Notary Public  
Title or rank

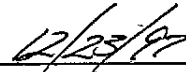


HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR METROPOLITAN KIDS CORP., AT THE PLACE DESIGNATED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



DATE



FILED

97 DEC 24 PM 3.38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-23-97