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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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ACCT#: 072450003255

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NAME: BIRTH2THREE, INC.

AUDIT NUMBER.....H98000000280

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

CERT. OF STATUS..0

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B. McKnight JAN 0 7 1998

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ARTICLES OF INCORPORATION  
of  
Birth2Three, INC.

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The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract and whom I hereby associate myself with to form a corporation under the laws of the state of Florida.

ARTICLE I

The name of this Corporation shall be:

Birth2Three, INC.

ARTICLE II

The Corporation may engage in any lawful business, joint ventures, projects, and any other business that is permissible under the laws of the United States and the State of Florida.

ARTICLE III

The authorized capital of this Corporation shall consist of 1000 shares of common stocks of \$1.00 (One US Dollar) par value.

ARTICLE IV

The principal place of the corporation shall be as follows:

5100 West Copans Road, Suite 410  
Margate, Florida 33063

ARTICLE V

The initial registered agent and the incorporator for the corporation:

Shamim Talib  
5100 West Copans Road, Suite 410  
Margate, Florida 33063

ARTICLE VI

The corporation shall not have less than one director as provided by the by-laws. The number of the directors can either be increased or decreased with the consent of all stockholders.

Prepared by:  
M. Joe Ismail  
7855 N.W. 12<sup>th</sup> st., #203  
Miami, Florida 33126  
(305) 594-9198

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ARTICLE VII

The power to adopt, alter, amend or otherwise dissolve the corporation shall be vested to the Board of Directors.

ARTICLE VIII

The following shall constitute the first Board of Directors and the officers of the corporation.

Name  
Shamim Talib

Address  
5100 West Copans Road  
Margate, Florida 33063

ARTICLE IX

The private property of the stockholders shall not be subject to the payment of any payment of any corporate debts to any extent whatsoever.

ARTICLE X

Subject to the provisions and conditions of this article, the corporation shall have full power and lawful authority to accept properties, labor and services in lieu of payment of shares of its capital stock at an appropriate evaluation to be fixed by the board of directors.

ARTICLE XI

The directors of the corporation may transact business, borrow, lend, deal, or contract with the corporation and with other person(s) competent and authorized to enter into contracts to full extent but only subject to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

ARTICLE XII

The corporation shall indemnify each director and officer of the corporation against all or any expenses reasonable incurred by them in connection with or arising out of any action, suit or proceeding in which they may be involved, by reason of them being or having been the director or officers of the corporation, to the fullest extent permitted by the subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

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ARTICLE XIII

The duration of the corporation shall be perpetual.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON PROCESS  
MAY BE SERVED.

In pursuant to Chapter 507.034 of the Florida Statutes the  
following is submitted:

First, that, Birth2Three, Inc., is desiring to incorporate under  
the laws of the State of Florida, with its principal offices, as  
indicated in the Articles of Incorporation, has nominated Shamim  
Talib, as an agent to accept services of process with this state.

Second, having been named to accept service of process for the  
stated corporation, at the place designated in this  
certification, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes  
relative to the complete and proper performance of my duties.

Shamim Talib  
Shamim Talib/  
Registered Agent/  
Incorporator

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Prepared by :  
M. Joe Ismail  
7855 NW 12<sup>th</sup> Street #206  
Miami, FL 33126