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MARIAN PEARLMAN NEASE
Attorney At Law
The Plaza • Suite 801
5355 Town Center Road • Boca Raton, Florida 33486

561-391-4900 • Fax: 561-368-9274

January 7, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500002394275--3
-01/08/98-01090--004
*****70.00 *****70.00

Re: Maternally Yours, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for Maternally Yours, Inc., together with a check in the amount of \$70.00 for the filing fees. Please stamp and return a copy in the enclosed envelope.
Thank you.

Very truly yours,



MARIAN PEARLMAN NEASE
Enclosure

FILED
98 JAN -8 AM 9:08
TALLAHASSEE, FLORIDA

RB
1-12-98

ARTICLES OF INCORPORATION
OF

MATERNALLY YOURS, INC.

FILED

99 JAN -8 AM 9:08

STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is MATERNALLY YOURS, INC.

ARTICLE II

The existence of the corporation shall begin on the date of its incorporation by the State of Florida.

ARTICLE III

The street address of the principal office of the Corporation is 7601 N. Federal Highway, Building A, Suite 210, Boca Raton, Florida 33487.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000), all of which shall be Common Shares, \$1.00 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Suite 801, 5355 Town Center Road, Boca Raton, Florida 33486. The initial registered agent for the Corporation at that address is Marian Pearlman Nease.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Fred M. Kadin	7601 N. Federal Highway Bldg. A, Suite 210 Boca Raton, Florida 33487

ARTICLE VII

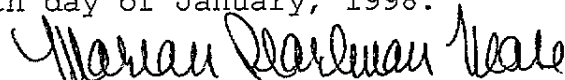
The name and street address of the person signing these articles of incorporation is:

Name	Address
Marian Pearlman Nease	5355 Town Center Road Suite 801 Boca Raton, Florida 33486

ARTICLE VIII

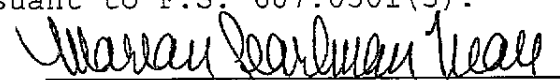
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 7th day of January, 1998.


Name: Marian Pearlman Nease

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MATERNALLY YOURS, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Marian Pearlman Nease

Date: January 7, 1997

FILED
JAN 8 1998
AM 9:08
Boca Raton, Florida