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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: POOH, INC. AUDIT NUMBER.....H98000002867 DOC TYPE.....FLORIDA
PROFIT CORPORATION OR P.A. CERT. OF STATUS..0 PAGES..... 4
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EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 2/11/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
POOH, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be PooH, Inc..

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

624 Cambridge Terrace
Weston, Florida 33326

EFFECTIVE DATE
2-10-98

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common, and shall have a par value of \$0.01 per share.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

LAW PRACTICE OF SCOTT L. LAMBERT, P.A.
1701 WEST HILLSBORO BLVD, SUITE 302
DEERFIELD BEACH, FL 33442
(954) 371-9920
FL BAR NO. 0083642

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ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation.

ARTICLE XI

The initial registered agent of the corporation is Nina Goldberg. The street address of the corporation's initial registered office is:

624 Cambridge Terrace
Weston, Florida 33326

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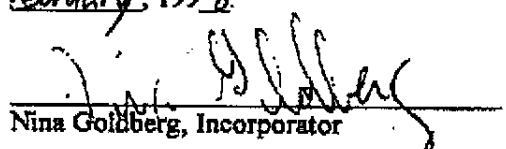
ARTICLE XII

The existence of this corporation shall begin on February 10, 1998.

ARTICLE XIII

The name and address of the incorporator to these Articles of Incorporation is Nina Goldberg, 624 Cambridge Terrace, Weston, Florida 33326

The undersigned incorporator has executed these Articles of Incorporation this 10th day of February, 1998


Nina Goldberg, Incorporator

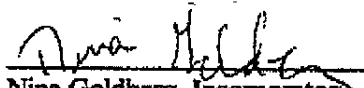
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Pooh, Inc..

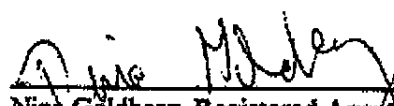
The name and address of the registered agent and office is:

Nina Goldberg
624 Cambridge Terrace
Weston, Florida 33326


Nina Goldberg, Incorporator

2/10/98
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Nina Goldberg, Registered Agent
Date: 2/10/98

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