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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: MURAI, WALD, BIONDO, MORENO, P.A.

ACCT#: 076150002103

CONTACT: JULIE RUFF

PHONE: (305)358-5900

FAX #: (305)358-4842

NAME: BABY TURTLE II, INC.

AUDIT NUMBER.....H98000012256

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

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1998

MURAI WALD BIONDO MORENO PA

SUBJECT: BABY TURTLE II INC.
REF: W98000015141

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's Florida Bar membership number in the lower left hand corner of the document if the preparer is a member of the Florida Bar.

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Beth Register
Corporate Specialist Supervisor
FAX Aud. #: E98000012256
Letter Number: 998A00035806

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FAX AUDIT NUMBER:
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ARTICLES OF INCORPORATION
OF
BABY TURTLE II INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is BABY TURTLE II INC.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III
NATURE OF BUSINESS

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

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is

PREPARED BY:

M. Cristina Moreno, Esquire
Murai Wald Biondo & Moreno, P.A.
25 S.E. 2nd Ave., #900, Miami, FL 33131
Florida Bar No. 259721
1-305-358-5900

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Murai, Wald, Biondo & Moreno, P.A. The Principal Office and/or mailing address will be the same as the Registered Office.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Murai, Wald, Biondo & Moreno, P.A., 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The corporation shall have three director(s) initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The names and street addresses of the initial director(s) is/are:

Maria de la Cruz
205 Zorzal Street
Montehiedray
San Juan, Puerto Rico 00926

FAX AUDIT NUMBER:
H98000012256

Dayana Zanaska
12650 S.W. 34th Place
Davie, Florida 33330

Teresita Pestana
5872 Sunset Drive
Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of July, 1998.

Murai, Wald, Biondo
& Moreno, P.A.

By:

M. Cristina Moreno
Incorporator

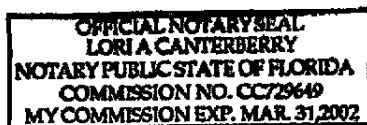
STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared M. Cristina Moreno known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of July, 1998.

Ann D. Carterberry
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



FAX AUDIT NUMBER:
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CERTIFICATE OF REGISTERED AGENT
OF
BABY TURTLE II INC.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That BABY TURTLE II INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 1st day of July, 1998.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: *M. Cristina Moreno*

Name: M. Cristina Moreno
Title: Vice President

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