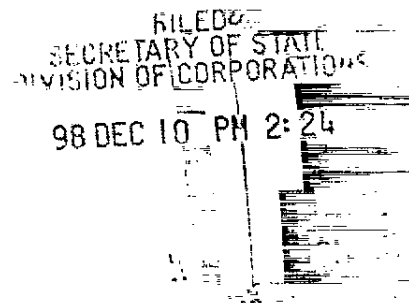


R. Purinton DEC 10 1998

ARTICLES OF INCORPORATION
OF
SMARTY PANTS OF AVENTURA, 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: NAME

The name of the corporation is **SMARTY PANTS OF AVENTURA, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 20533 Biscayne Blvd., Suite N-206, Aventura, FL 33180.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Mindy Arthur, 20533 Biscayne Blvd., Suite N-206, Aventura, FL 33180.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Mindy Arthur, President, 20533 Biscayne Blvd., Suite N-206, Aventura, FL 33180.

The undersigned has executed these Articles of Incorporation this 10th day of December, 1998.

"Capital Connection, Inc. by Cheri Lyn Boucher, Client Representative"

Cheri Lyn Boucher

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 10 PM 2:24

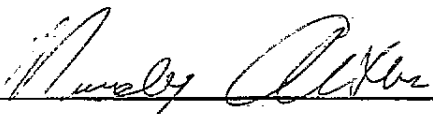
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: SMARTY PANTS OF AVENTURA, INC.

2. The name and street address of the registered agent and office is: Mindy Arthur
20355 Biscayne Blvd., N-206
Aventura FL 33180

HAVE 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 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Mindy Arthur