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Selman & Claire

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

SUITE 106, SCHEVER INTERNATIONAL PLAZA
7280 W. PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433
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FILED

99 MAR 12 PM 3:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

March 9, 1999

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-03/12/99--01047--016
*****78.75 *****78.75

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

RE: Natural Wonders Enterprises, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

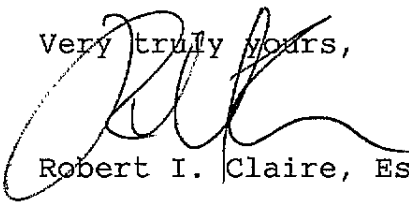
Also enclosed is check in the amount of \$78.75 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	8.75
Reg. Agent	<u>35.00</u>
Amount	\$ 78.75

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,


Robert I. Claire, Esq.

RIC/jc
Enclosures/check

P Hall

MAR 17 1999 ✓

ARTICLES OF INCORPORATION

OF

NATURAL WONDERS ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

NATURAL WONDERS ENTERPRISES, INC.
7280 W. Palmetto Park Road, Suite 106
Boca Raton, FL 33433

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To buy and sell products on a wholesale and retail basis.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Rachelle Friedland, Director	7280 W. Palmetto Park Road Suite 106 Boca Raton, FL 33433
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Alberto Sales, Director	7280 W. Palmetto Park Road Suite 106 Boca Raton, FL 33433
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ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Alberto Sales	7280 W. Palmetto Park Road
President and	Suite 106
Treasurer	Boca Raton, FL 33433

Rachelle Friedland
Secretary

7280 W. Palmetto Park Road
Suite 106
Boca Raton, FL 33433

ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

Alberto Sales

7280 W. Palmetto Park Road
Suite 106
Boca Raton, FL 33433

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 10th day of March, 1999.

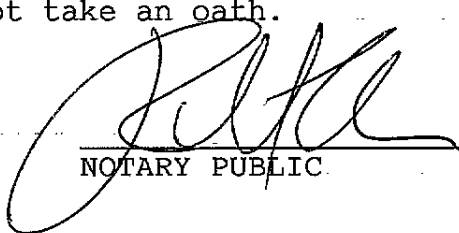
Alberto Sales

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of March, 1999, by Alberto Sales who is personally known to me or who has produced LA. ALIEN'S LICENS as identification and who did/did not take an oath.

My commission expires:


NOTARY PUBLIC



Robert Claire
MY COMMISSION # CC630247 EXPIRES
March 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **NATURAL WONDERS ENTERPRISES, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 18th day of March, 1999.


Robert I. Claire
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA