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FLORIDA PROFIT CORPORATION OR P.A.

BABY CD, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
BABY CD, INC.**

EFFECTIVE DATE7-17-99

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

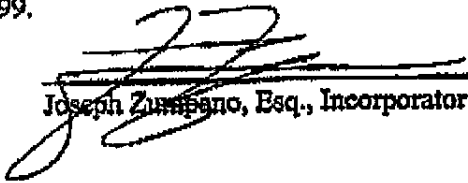
- FIRST:** The name of the corporation is **BABY CD, INC** (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 5840 Sunset Drive, Miami, Florida 33143.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 830 Cremona Avenue, Coral Gables, Florida 33146.
- FIFTH:** The name and address of the incorporator of the Corporation is: Joseph Zumpano, Esq., 830 Cremona Avenue, Coral Gables, Florida 33146.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1). The two (2) initial directors of the corporation are:

Yaset Canto
5784 S.W. 31st Street
Miami, Florida 33155

Grace Zumpano-Canto
830 Cremona Avenue
Coral Gables, Florida 33146

- EIGHTH:** The corporate existence of the Corporation shall commence on July 17, 1999

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 17th day of July, 1999.


Joseph Zumpano, Esq., Incorporator

Prepared by:
Joseph Zumpano, Esq.
201 South Biscayne Boulevard, 22nd Floor
Miami, Florida 33131
Florida Bar No. 0056091

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Joseph Zampano, Esq.

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