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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

FILED
JUN 31 PM 3:47
55
SECRET
TALMADGE

Baby Superstore Enterprises of Florida, L.C.

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- ☐ Profit
☐ NonProfit
☒ Limited Liability Company
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait

☐ Merger
☐ Mark
☐ Other
☐ Change of P.A.
☐ Fictitious Name
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1-31-96

NEXSEN PRUETT JACOBS & POLLARD, LLP
ATTORNEYS AND COUNSELLORS AT LAW

JULIAN HENNIG III
ASSOCIATE

DIRECT DIAL
803-253-8201

January 31, 1996

Reply in Columbia

HAND DELIVERED

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Baby Superstore Enterprises of Florida, L.C.

Gentlemen:

This letter is to confirm that CT Corporation System is hereby authorized to file on my behalf the formation documents for Baby Superstore Enterprises of Florida, L.C. The name of this entity was reserved by me on December 18, 1995 as Reservation Number R95000005705.

Should you require any further confirmation, please do not hesitate to contact me at 1-800-825-6757 ex. 2202.

Sincerely yours,



Julian Hennig III

JH/ks

HP0012:162633.1-LT (J_H) 016735-17

144 MAIN STREET, SUITE 1500, COLUMBIA, SC 29201 • POST OFFICE DRAWER 2426, COLUMBIA, SC 29202
803-771-8900 • FAX 803-253-8277

CHARLESTON OFFICE
200 MEETING STREET, SUITE 301 (2240)
POST OFFICE BOX 486, CHARLESTON, SC 29402
803-577-8440 • FAX 803-760-1777

CHARLOTTE OFFICE
212 SOUTH TRYON STREET, SUITE 1700
CHARLOTTE, NC 28203
704-339-0304 • FAX 704-339-0603

GREENVILLE OFFICE
1000 EAST NORTH STREET, 3RD FLOOR (2801)
POST OFFICE DRAWER 10848, GREENVILLE, SC 29603
803-370-8241 • FAX 803-882-1177

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Baby Superstore Enterprises of Florida, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Street Address of Principal Office:	Mailing Address:
9400 Atlantic Blvd.	c/o Baby Superstore Products, Inc.
Jacksonville, FL 32225	Managing Member
	1201 Woods Chapel Road
	Duncan, SC 29334

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: from the date of filing until January 1, 2046, unless sooner terminated pursuant to the Company's Regulations.

ARTICLE IV - Management:

(check and complete the appropriate statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

Pursuant to the Florida Limited Liability Company Act, the following entity is hereby appointed as the sole Managing Member of the Limited Liability Company to serve until its successor is appointed by the written consent of a majority of the Members of the Limited Liability Company:

Baby Superstore Products, Inc.
1201 Woods Chapel Road
Duncan, South Carolina 29334

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Subject to the terms and limitations set forth in the Regulations of the Company, as amended from time to time, additional members shall be admitted as members of the Company only upon the consent of all members of the Company, which consent may be withheld with or without cause in the discretion of any member.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Subject to the terms and limitations set forth in the Regulations of the Company, as amended from time to time, in the event the Company is dissolved as a result of an event described above, the Company may be reconstituted and its business continued if, within ninety (90) days after the date of dissolution, the reconstitution is approved by all the members of the Company owning capital in, and all the members of the Company holding rights to the profits and losses of, the Company.

INITIAL MEMBERS:

BABY SUPERSTORE, INC., a South Carolina corporation

By: 

Linda M. Robertson

Its: President

BABY SUPERSTORE PRODUCTS, INC., a South Carolina corporation

By: 

Linda M. Robertson

Its: Vice President

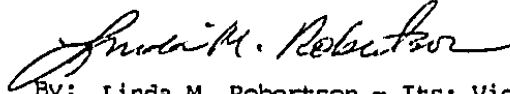
Date: January 30, 1996

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Baby Superstore
Enterprises of Florida, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ -0-
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 16,824,777.00. A description of the property is attached and made a part hereto.
See Schedule A attached hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 16,824,777.00. This total includes amounts from 2 and 3 above.

Baby Superstore Products, Inc.



By: Linda M. Robertson - Its: Vice President

Signature of a member or authorized representative of a member.

(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Schedule A
to
Affidavit of Membership and Contribution

Inventory	\$11,908,799
Computers and Equipment	373,182
Furniture and Fixtures	1,337,550
Leasehold Improvements	<u>3,205,246</u>
Total:	\$16,824,777

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, 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 limited liability company is: Baby Superstore Enterprises of Florida, L.C.

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

CT Corporation System

(Name)

1200 S. Pine Island Road

(P.O. Box or Mail Drop Box NOT acceptable)

Plantation, Florida 33324

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

Connie Bryan

(Signature)

1-31-96

(Date)

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

Baby Superstore Enterprises of Florida, L.C.

- | | | |
|--|--|---|
| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | | |
| ☐ Limited Liability Company | | |
| ☐ Foreign | ☒ Dissolution/Withdrawal
(L.C.) | ☐ Mark |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ Reinstatement | ☐ Reservation | ☐ Change of R.A. |
| ☐ Limited Liability Partnership | | ☐ Fictitious Name |
| ☐ Certified Copy | ☐ Photo Copies | ☐ CUS |
| ☐ Call When Ready | ☐ Call if Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

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Availability
Document Examiner
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/4/97
L.L.C.
Dissolution
2/5/97
DR

**ARTICLES OF DISSOLUTION
FOR
A FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is Baby Superstore Enterprises of Florida, L.C. (the "Company")
2. The effective date of the limited liability company's dissolution is February 4, 1997
3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to Section 608.441, Florida Statutes (copy of 608.441 on back of cover letter).

As a result of the merger of Baby Superstore Products, Inc., a South Carolina corporation and wholly owned subsidiary of Baby Superstore, Inc., with and into Baby Superstore, Inc., a South Carolina corporation, on February 3, 1997, the Company has only one member, Baby Superstore, Inc. Pursuant to the Regulations of the Company and Section 608.441(1)(d), Florida Statutes, when a limited liability company has fewer than two members, such limited liability company shall be dissolved. Therefore, in accordance with Section 608.441(1)(d), the Company has dissolved.

4. **CHECK ONE:**

- ☐ All debts, obligations and liabilities of the limited liability company have been paid or discharged
-OR-
☒ Adequate provision has been made for the debts, obligations and liabilities pursuant to 608.4421

5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests

6. **CHECK ONE:**

- ☐ There are no suits pending against the company in any court
-OR-
☒ Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

Signature of all members:

Signature

Typed or Printed name

Louis Lipschitz

Louis Lipschitz
Baby Superstore, Inc.,
by: Louis Lipschitz
title: Executive Vice President
and Chief Financial Officer