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FLORIDA PROFIT CORPORATION OR P.A.

BABYCAKES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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729

OB 6/25/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 2002

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SUBJECT: BABYCAKES, INC.
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

STINKY FEET, INC.

ARTICLE I - NAME

The name of the corporation is Stinky Feet, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Catherine Whitfield, Esq.

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ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 7400 SW 145 Terrace, Miami, Florida 33158.

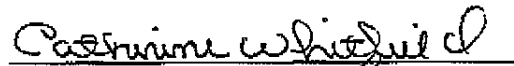
ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is Tracy A. Salazar, 7400 SW 145 Terrace, Miami, Florida 33158.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Catherine Whitfield, Esq., 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of June, 2002.


Catherine Whitfield, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

Stinky Feet, Inc., desiring to organize under the laws of the State of Florida, has named
Catherine Whitfield, Esq., located at 200 South Biscayne Boulevard, Suite 4000, Miami, Florida
33131; as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined
in Section 607.0505, Florida Statutes.

Dated this 7th day of June, 2002.

Catherine Whitfield
Catherine Whitfield, Esq.

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