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2/06/96 FLORIDA DIVISION OF CORPORATIONS 11:19 PM

TO: DIVISION OF CORPORATIONS FROM: BABY'S AND KIDS INC.

DEPARTMENT OF STATE 8400 NW 3RD ST SUITE C-100 MIAMI FL 33166-0000

409 EAST GUNES STREET TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ PHONE: (305) 599-0839 FAX: (305) 592-9591

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BABY'S AND KIDS INC.

FAX AUDIT NUMBER: H96000001745

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/06/1996

TIME REQUESTED: 13:19:05

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

95 FEB -6 PM 3:31

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ARTICLES OF INCORPORATION

OF

BABY'S AND KIDS INC.

96 FEB -6 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: BABY'S AND KIDS INC.

The principal place of business of this corporation shall be: 1045 Cedar Falls Dr.
Ft. Lauderdale, FL 33327

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 Shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Arieh Rosales Cohen

1045 Cedar Falls Dr. Ft. Lauderdale, Fl 33327

Prepared by: Arieh Rosales Cohen
1045 Cedar Falls Dr.
Ft. Lauderdale, FL 33327
(305) 389-1631

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ARTICLE VI INCORPORATOR(S)

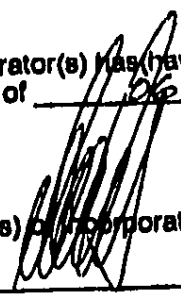
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Arieh Rosales Cohen

1045 Cedar Falls Dr. Ft. Lauderdale, Fl 33327

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 02 day of Dec, 1976

Signature(s) of Incorporator(s)



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

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned 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: BABY'S AND KIDS INC.

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

Arieh Rosales Cohen
(P.O. BOX NOT ACCEPTABLE)

1045 Cedar Falls Dr. Ft. Lauderdale, FL 33327

(CITY/STATE/ZIP)

SIGNATURE

(corporate officer)

TITLE Director

DATE 2/6/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE 02 06 96

REGISTERED AGENT FILING FEE: