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June 7, 1995

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Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
JUN 7 1995

Re: **JUST FOR KIDS OUTLETS, INC.**

Dear Sir:

Please find enclosed original and duplicate copy of Article of Incorporation for the above proposed corporation. Also, enclosed is my trust account check in the amount of $122.50 for the filing fee, registered agent fee and charter tax.

After processing and filing the original Articles of Incorporation, please endorse your approval on the 3 hole pre-punched duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

JUN 15 1995 BSB

Sincerely,

GEORGE N. KLIMIS, P.A.

By: _____
George N. Klimis, Esquire

GNK/cl

Enclosures: As referenced above

FILED
95 JUN -9 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 JUN -9 AM 8:23
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
JUN 7 1995

ARTICLES OF INCORPORATION

OF

JUST FOR KIDS OUTLETS, INC.

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: JUST FOR KIDS OUTLETS, INC.. The address of the principal office of this corporation shall be 10 Devco Drive, Port Richey, Florida 34668, and the mailing address of the corporation shall be 30 North Ring Avenue, Suite 400, Tarpon Springs, Florida 34689.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of $1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 30 North Ring Avenue, Suite 400 Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is GEORGE N. KLIMIS.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

Name	Address
GERALD STOPLER	8445 Thrasher Court New Port Richey, Florida 34654

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is.

Name	Address
GEORGE N. KLIMIS	30 North Ring Avenue, Suite 400 Tarpon Springs, FL 34689

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

7th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of June, 1995.

GEORGE N. KLIMIS

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 7th day of June, 1995, by GEORGE N. KLIMIS who is personally known to me and who did take an oath.

sign: Cynthia Loughlin
print: Cynthia Loughlin
Notary - State of Florida
My commission expires: 07/27/95
My commission number: CC127025

Notary Public, State of Florida
My Commission Expires July 27, 1995
Bonded Thru Troy Fain-Insurance Inc.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 7th day of June, 1995.

GEORGE N. KLIMIS