P97000058010

Alfred Manheim, P.A.
Attorney at Law

SUITE 403
5901 SOUTHWEST 74TH STREET
Miami, Florida 33143-5164

TELEPHONE (305) 661-1750

June 25, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002226532--4
-06/30/97--01091--016
****122.50 ****122.50

To whom it may concern:

Enclosed is an original and duplicate original of the Articles of Incorporation for:

BERNDT'S KIDS, INC.

The filing fee of $122.50 along with a return addressed stamped envelope have also been enclosed for your convenience.

Your cooperation in this matter has been sincerely appreciated.

Yours very truly,

ALFRED MANHEIM, P.A.
BY: Alfred Manheim, Esquire

AM/km

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 PM 12:23

7/3/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 PM 12:23

ARTICLES OF INCORPORATION
OF
BERNDT'S KIDS INC.

The undersigned subscriber to these Articles of Incorporation, RICHARD BERNDT, a natural person competent to contract, hereby associates himself to form a corporation under the Laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is:

BERNDT'S KIDS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business is:

Real Estate, Ownership and Management.

It is intended that the objects of business mentioned herein are not to limit or restrict the powers of said corporation, and the corporation shall have, enjoy, and exercise all of the powers and rights now or hereafter conveyed by Statute on corporations.

The corporation is formed upon the articles, conditions, and provisions herein expressed and subject in all particulars to the limitations relating to corporations which are contained in the general laws of this State.

ARTICLE III
CAPITAL STOCK

There shall be one class of non-assessable Common Stock.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time are:

1000 shares at $1.00 par value.

No stockholder of this Corporation shall have the right to accumulate his votes at any election for directors or on any other subject or proposition that may be submitted to the shareholders at any annual of special meeting of such stockholders. However, this non-cumulative voting clause may be amended by a vote of two-thirds (2/3) of all of the stockholders at an annual meeting.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation will

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is:

BERNDT'S KIDS, INC.
6295 Sunset Drive
South Miami, Florida 33143

ARTICLE VII
DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders.

ARTICLE VIII
INITIAL DIRECTORS

The name(s) and post office addresses of the members of the first Board of Directors are:

RICHARD N. BERNDT
9760 SW 143rd Street
Miami, FL 33176

CHARLES T. BERNDT
8225 SW 164th Terrace
Miami, FL 33157

LAURA RUBIN
12421 SW 89th Avenue
Miami, FL 33176

ARTICLE IX
SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation, the number of shares of stock he agrees to take, and the value of the consideration therefor are:

NAME	SHARES	VALUE
RICHARD B. BERNDT 6295 Sunset Drive South Miami, FL 33143	10	$500.00

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN [illegible]

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared RICHARD B. BERNDT, to me known to be the person described as a subscriber in and to the aforenamed Corporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 24th day of June, 1997.

Kimberly Markowski
Notary Public
State of Florida at large

KIMBERLY MARKOWSKI
My Commission CC311169
Expires Aug. 25, 1997
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING RESIDENT AGENT

That RICHARD B. BERNDT desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named CHARLES T. BERNDT located at 8225 SW 164th Terrace, Miami, Florida 33157, County of Dade, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

CHARLES T. BERNDT

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared, CHARLES T. BERNDT to me known to be the person described as the resident agent, and who executed the foregoing Certificate and acknowledged before me that he executed the foregoing Certificate "Certificate Designating Resident Agent".

IN WITNESS WHEREOF, I have set my hand and official seal in the County and State named above this 24th day of June, 1997.

Kimberly Markowski
NOTARY PUBLIC
State of Florida at large

KIMBERLY MARKOWSKI