

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L01000022835
FILED
December 31, 2001
Sec. Of State**

Article I

The name of the Limited Liability Company is:

WYNDCREST BABY UNIVERSE HOLDINGS II, LLC

Article II

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

2401 PGA BLVD
SUITE 110
PALM BEACH GARDENS, FL. 33410

The mailing address of the Limited Liability Company is:

2401 PGA BLVD
SUITE 110
PALM BEACH GARDENS, FL. 33410

Article III

The name and Florida street address of the registered agent is:

BENJAMIN P BROWN
2401 PGA BLVD
SUITE 110
PALM BEACH GARDENS, FL. US 33410

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.

Registered Agent Signature: BENJAMIN P. BROWN

Article IV

The Limited Liability Company is a manager managed company

Article V

The name and address of members/managers are:

TEXTOR VENTURES, INC.
2401 PGA BLVD, SUITE 110
PALM BEACH GARDENS, FL. 33410

Signature of member or an authorized representative of a member

Signature: JOHN C. TEXTOR