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To:
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Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

EFFECTIVE DATE

8-15-03

LIMITED LIABILITY COMPANY

Babies N Beyond, L.L.C.

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Babies N Beyond, L.L.C.

Article II. Address

The Company's street and mailing address is:
Babies N Beyond, L.L.C.
8444 Ironhorse Courts
West Palm Beach FL 33412

EFFECTIVE DATE
8-15-03

Article III. Registered Agent

The name and street address of the Company's registered agent is:
John T. Metzger
250 Australian Avenue South, Suite 700
West Palm Beach FL 33401

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

John T. Metzger | FL Bar Member 527531
Reid, Metzger, & Bernhardt, P.A.
250 Australian Avenue South, Suite 700
West Palm Beach FL 33401
561-659-7700

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

RONALD GRESCHNER
8444 Ironhorse Courts West Palm Beach FL 33412
LORELEI GRESCHNER
8444 Ironhorse Courts West Palm Beach FL 33412
MARY GIRALDI
8444 Ironhorse Courts West Palm Beach FL 33412

Article VI. Company Existence

The Company's existence shall begin effective as of August 15, 2003.

The undersigned authorized representative of a member executed these Articles of Organization on August 15, 2003.



JOHN T. METZGER
by T. Baer as attorney-in-fact

John T. Metzger | FL Bar Member 527531
Reid, Metzger, & Bernhardt, P.A.
250 Australian Avenue South, Suite 700
West Palm Beach FL 33401
561-659-7700

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Babies N Beyond, L.L.C.

REGISTERED AGENT/OFFICE:

John T. Metzger
250 Australian Avenue South, Suite 700
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


JOHN T. METZGER
by  Baez as attorney-in-fact

Date: August 15, 2003

John T. Metzger | FL Bar Member 527531
Reid, Metzger, & Bernhardt, P.A.
250 Australian Avenue South, Suite 700
West Palm Beach FL 33401
561-659-7700

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