

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

L05000037343
FILED 8:00 AM
April 18, 2005
Sec. Of State
tcline

Article I

The name of the Limited Liability Company is:

WYNDCREST BABYUNIVERSE HOLDINGS III, LLC

Article II

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

11450 SE DIXIE HIGHWAY
STE. 204
HOBE SOUND, FL. 33455

The mailing address of the Limited Liability Company is:

11450 SE DIXIE HIGHWAY
STE. 204
HOBE SOUND, FL. 33455

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

BENJAMIN P BROWN
625 NORTH FLAGLER DRIVE
SUITE 401
WEST PALM BEACH, FL. 33401

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 BROWN

Article V

The name and address of managing members/managers are:

Title: MGR
WYNDCREST HOLDINGS, LLC
11450 SE DIXIE HIGHWAY, SUITE 204
HOBE SOUND, FL. 33410

L05000037343
FILED 8:00 AM
April 18, 2005
Sec. Of State
tcline

Signature of member or an authorized representative of a member

Signature: JOHN C. TEXTOR