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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone: (305)634-3694 Fax Number: (305)633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

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treasures for tots, llc

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OF

TREASURES FOR TOTS, LLC.

ARTICLE I

Name

The name of this limited liability company is TREASURES FOR TOTS, LLC (hereinafter "the Company").

ARTICLE II

Address

The initial mailing address and principal office is

5810 NW 75TH WAY POMPANO BEACH, FLORIDA 33067

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

MARY P. PANKOKE 5810 NW 75TH WAY POMPANO BEACH, FLORIDA 33067

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ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404 Florida Statutes, as amended and supplemented.

ARTICLE VI

Management

The Company is to be managed by a manager or managers. The name and address of the initial managers are:

MARY P. PANKOKE, Manager 5810 NW 75TH WAY POMPANO BEACH, FLORIDA 33067

SYBILLA A. GACKA, Manager 5810 NW 75TH WAY POMPANO BEACH, FLORIDA 33067

ARTICLE VII

Additional Members

The members shall have the right to admit additional members upon the unanimous consent of all members to the admission of the additional members and to the terms of admission.

ARTICLE VIII

Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

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ARTICLE IX

Regulations

The members shall have the power to adopt, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company (the "Operating Agreement").

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

. V		s made and subscribed these Afficies o	I Organiza	2006
		Man & Portohe		HNR 28
	•	MARY P PANKOKE, as Authorized	Represer	itativ
STATE OF FLORIDA)) ss:			0: 02

I HEREBY CERTIFY that on this day, before me, personally appeared MARY P. PANKOKE, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforementioned this _22 day of March, 2006.

)

My commission expires:

COUNTY OF MIAMI-DADE

La Kaya McMullon

MY COUNSSION # 00 344915

EXPIRES: August 9, 2008

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes § 608.415, the undersigned submits the following statement in designating the registered office/registered agent for TREASURES FOR TOTS, LLC, in the State of Florida.

1. The name and address of the limited liability company is:

TREASURES FOR TOTS, LLC 5810 NW 75^{TR} WAY POMPANO BEACH, FLORIDA 33067

2. The name and address of the registered agent and office is:

MARY P. PANKOKE 5810 NW 75TH WAY POMPANO BEACH, FLORIDA 33067

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 as provided for in Chapter 608, F.S.

DATED: 3/28/06

MARY B. PANKOKE,

Registered Agent

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