

Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY SUNSHINE KIDS JUVENILE PRODUCTS, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
SUNSHINE KIDS JUVENILE PRODUCTS, LLC

ARTICLE I
Name

The name of this Limited Liability Company is **SUNSHINE KIDS JUVENILE PRODUCTS, LLC** (the "Company").

ARTICLE II
Duration

The period of duration for the Company is perpetual.

ARTICLE III
Address

The mailing address and street address of the principal office of the Company is:

500 L'Ambience Circle
Unit 102
Naples, FL 34108

ARTICLE IV
Registered Office and Agent

The initial registered office of this Company shall be c/o Cummings & Lockwood, 3001 Tamiami Trail North, 4th Floor, Naples, FL 34103, and its initial registered agent at such office shall be CLASP, INC.

ARTICLE V
Management

The management of the Company is reserved to its members and the name and address of the managing member is:

Constance F. Berger
500 L'Ambience Circle
Unit 102
Naples, FL 34108

Dated: this 7th day of July, 1999.


Joel H. Schechter
Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **SUNSHINE KIDS JUVENILE PRODUCTS, LLC.**
2. The name and address of the registered agent and office is:

CLASP INC.
c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, FL 34103

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.

DATED: July 7, 1999.

CLASP INC.
Registered Agent

By: _____


Joel H. Schechter, President


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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **SUNSHINE KIDS JUVENILE PRODUCTS, LLC** (the "Company"), deposes and says:

1. The above-named Company has at least one member.
2. The total amount of cash contributed by the members at this time is: \$0.00.
3. If any, the agreed value of property other than cash contributed by members is: N/A
4. The amount of cash or property anticipated to be contributed by members in the future is: \$250,000.
5. The total amounts of 2, 3 and 4 is \$250,000.00.

Dated: July 7, 1999



Joel H. Schechter
Authorized Representative

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