POODO (18302) NCORPORATETIME.COM, INC.

300 VANDERBILT MOTOR PARKWAY
SUITE 200
HAUPPAUGE, NEW YORK 11788
1-800-ITS-TIME
1-800-487-8463
FAX: (516) 244-3665

DATE: 2/15/00

TO: Secretary of State

Corporations Division

300003138893--4 -02/17/00--01068--006 *****70.00 ******70.00

FROM: Kerry Walsh

RE: BABY SHOOS, INC.

Please find to follow the proposed ARTICLES OF INCORPORATION

for the above named entity

PLEASE FIND A CHECK ENCLOSED FOR \$70.0 REPRESENTING THE FILING FEES

1ST NAME CHOICE:

BABY SHOOS, INC.

2ND NAME CHOICE:

BAY SHOOS USA, INC.

3RD NAME CHOICE:

BAY SHOOS INTERNATIONAL, INC.

If you have any questions, please contact me at 1-800-487-8463

or 516-567-3711.

Thank you.





choice

ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF CORPORATION SHALL BE: BABY SHOOS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business & mailing address of this corporation shall be:

3830 SPRUCE PINE DRIVE, VALRICO FL 33594

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 2000 SHARES AT \$.01 PAR VALUE

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and Florida street address of the initial registered agent are:

RENE' VOJNOVIC 3830 SPRUCE PINE DRIVE VALRICO FL 33594

ARTICLE V: INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation are:

KERRY WALSH, INCORPORATETIME.COM, INC.

300 MOTOR PKWY, STE 200, HAUPPAUGE, NY 11788

Kerry Walsh, Incorporator

Date

Having been named registered agent and to accept service of process for the above stated corporation as 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 familiar with and accept the obligations of my position as registered agent.

RENE' VOJNOVIC, Registered Agent

2-10.00

Date