CAPITOL SERVICES d/b/a PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S)	&	DOCUMENT NUMBER(S) (if	known):

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1. Israel Baby Now General Merchandise, Inc. (Corporation Name) (Document #)					
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NEW FILINGS	AMENDMENTS				
Profit	Amendment				
X NonProfit	Resignation of R.A., Officer/Director				
Limited Liability	Change of Registered Agent				
Domestication	Dissolution/Withdrawal 5%				
Other	Merger				
OTHER FILINGS	REGISTRATION/ QUALIFICATION				
Annual Report	Foreign				
Fictitious Name	Limited Partnership	-			
Name Reservation	Reinstatement FEB 2 8 2000				
	Trademark	 זייי			
	Examiner's Initials				

ARTICLES OF INCORPORATION

OF

ISRAEL BABY NEW GENERAL MERCHANDISE, INC.

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is ISRAEL BABY NEW GENERAL MERCHANDISE, INC., and its principal place of business shall be located at 12705 N.W. 42nd St., Miami, FL 33147.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12705 N.W. 42nd Ave., Miami, FL 33147, and the name of the initial registered agent of this corporation at that address is BRIAN YUSEM.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have two (2) Directors who shall serve until their successor(s) shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors.

The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the initial directors are as follows:

Name	Address
Joseph Ville	1225 N.W. 100th St. Miami, FL 33147
Claudette Ville	1225 N.W. 100th St. Miami, FL 33147

ARTICLE VIII - OFFICERS

The Officers of the corporation shall be elected at the first meeting of the Board of Directors.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name	 =	 Address
Brian Yusem		401 N.E. Mizner Blvd., Tower 204 Boca Raton, FL 33432

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: February 25, 2000

BRIAN YUSEM, Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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: February 25, 2000

BRIAN YUSEM, Registered Agent