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1/12/01
Requestor's Name Burphy Wilen
Address 4601 Sheridan St. #208
Hollywood, FL 33021
City State ZIP Phone
(954) 966-0011

CORPORATION(S) NAME

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Planet Kids, Inc.

DIVISION OF CORPORATIONS
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Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Acknowledgment
W.P. Verifier

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ARTICLES OF INCORPORATION

OF

PLANET KIDS, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is PLANET KIDS, INC.

ARTICLE II - ADDRESS

The principal place of business is 5842 Stirling Road,
Hollywood, Florida 33021.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of operating a retail clothing store and for any other purpose or activity permitted under the laws of the United States and under the laws of the State of Florida and for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred (100)

shares of One and No/100 (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Leslie Greenberg.

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 5842 Stirling Road, Hollywood, Florida 33021.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of director(s) may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this corporation are:

Leslie Greenberg
5842 Stirling Road
Hollywood, Florida 33021

Laurence Greenberg
5842 Stirling Road
Hollywood, Florida 33021

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Leslie Greenberg
5842 Stirling Road
Hollywood, Florida 33021

ARTICLE X - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders if the Shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the Shareholders of the Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. The holders of records of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Right Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets

of this corporation ratably.

Section 3. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments thereto, and any rights conferred upon the shareholders is subject to this reservation.

ARTICLE XV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of January, 2001.



LESLIE GREENBERG

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Leslie

Greenberg, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 12th day of January, 2001.



My Commission Expires:

Ivette Mella
Printed Name: Ivette Mella
Notary Public, State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of January, 2001.

Leslie Greenberg
LESLIE GREENBERG

Prepared by:
BARRY ALAN WILEN, ESQ.
4601 Sheridan Street, Suite 208
Hollywood, Florida 33021
(954) 966-0011

FILED
01 JAN 17 PM 12:34
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TALLAHASSEE FLORIDA