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ACCOUNT NO. : 072100000032

REFERENCE : 007145 7250374

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizata

FILED
2001 FEB 16 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : February 15, 2001

ORDER TIME : 9:07 AM

ORDER NO. : 007145-001

CUSTOMER NO: 7250374

CUSTOMER: Mr. Peter N. Jones
Mr. Peter N. Jones

404 68th Ave. Dr. W.

Bradenton, FL 34207

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DOMESTIC FILING

NAME: BABIES@PLAY, INC.

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TALLAHASSEE FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward, EXT. 1135

EXAMINER'S INITIALS:

g 2/19/01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

BABIES@PLAY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BABIES@PLAY, INC.

The address of the principal office of this corporation shall be 404 - 68th Avenue Drive, West, Bradenton, Florida 34207, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Peter N. Jones	404 - 68th Avenue Drive, West
Dir.	Bradenton, Florida 34207

Jessica L. Miller	309 Lindbergh Drive
Dir.	Atlanta, Georgia 30305

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Company Corporation
2711 Centerville Road, Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on February 16, 2001.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

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