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Carl J. Mecke
Steven Goerke

PO1 000043626

APRIL 26, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: A Mother's Friend, Inc.

800004091678--7
-04/30/01 --01099--002
*****78.75 *****78.75

Dear Sir:

Enclosed please find articles of incorporation for filing. A check in the sum of \$78.75 representing the filing fee plus the cost of a certified copy of the articles is enclosed.

Your cooperation regarding the above is appreciated.

Sincerely,


Steve Goerke

FILED
01 APR 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY - 1 2001

(6)

ARTICLES OF INCORPORATION

OF

A MOTHER'S FRIEND, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SYLVIA LOSADA-CARMONA, the undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be A MOTHER'S FRIEND, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in retail and/or wholesale product sales and transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall consist of ONE HUNDRED (100) shares of common stock of one (\$1.00) par value, fully paid and non-assessable.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this corporation shall be located at 4540 North Federal Highway, Fort Lauderdale, Florida 33308 and the name of the initial Registered Agent of this corporation at said address shall be WILLIAM CARMONA.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director: SYLVIA LOSADA-CARMONA, 11700 NW 17th Court, Plantation, Florida 33323.

ARTICLE VI - SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President and Secretary of this corporation, and such assistants as the shareholders may, by resolution determine to be necessary and/or as provided by the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The officers may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any officer or officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every person

who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation which he may be in anywise interested.

ARTICLE VII- OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be: SYLVIA LOSADA-CARMONA, 11700 NW 17th Court, Plantation, Florida 33323 - President and Secretary.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator is SYLVIA LOSADA-CARMONA, 11700 NW 17th Court, Plantation, Florida 33323.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted to this reservation.

ARTICLE X - COMMENCEMENT

This corporation shall commence its existence upon the filing of these Articles.

ARTICLE XI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be 4540 North Federal Highway, Fort Lauderdale, Florida 33308.

IN WITNESS WHEREOF, the undersigned incorporator, SYLVIA
LOSADA-CARMONA, subscribed to these Articles of Incorporation this
30 day of March 2001.


SYLVIA LOSADA-CARMONA

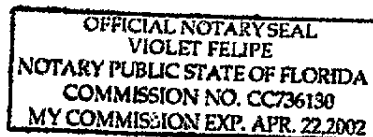
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority duly appointed to take
acknowledgements, personally appeared SYLVIA LOSADA-CARMONA, to me
personally known or who produced fl. D.L. as identification,
and who did/did not take an oath and who acknowledged before me
that she executed the foregoing for the purposes therein expressed.

SWORN TO and subscribed before me this 30 day of March 2001.


Notary Public

My commission expires: 4/22/02



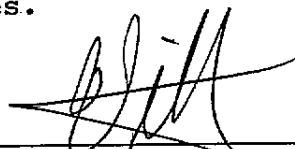
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said act:

A MOTHER'S FRIEND, INC. desiring to organize under the laws of
the State of Florida, with its Registered Office as indicated in
the Articles of Incorporation at 4540 North Federal Highway, Fort
Lauderdale, Florida 33308, has named WILLIAM CARMONA as its
Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named 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, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.



WILLIAM CARMONA

FILED
01 APR 30 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA