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Susan E. Wilhelm

July 26, 2001

SENT VIA FEDERAL EXPRESS

Susan E. Wilhelm
Colodny, Fass & Talenfeld, P.A.
204 South Monroe Street
Tallahassee, FL 32301

Re.: Kolodny v. CDS/Control Design Supply, Inc.
Our file no.: 99-098
Multi Flow v. JGRF
Our File No. 96-131

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 27 PM 1:54
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Dear Susie:

000004502730-1-7
-07/27/01--01082--003
*****78.75 *****78.75

Please file the enclosed Articles of Incorporation with the Secretary of State. Enclosed is a check drawn payable to the order of the Department of State in the amount of \$78.75 for the filing fee. After the Articles of Incorporation have been filed, please return a certified copy of Articles of Incorporation to me.

In addition, please obtain a Certificate from the Department of State indicating that Go Electronics, Inc. was administratively dissolved. Enclosed is the print out for Go Electronics and our check drawn payable to the order of the Department of State in the amount of \$8.75 for the filing fee. Please return by federal express the Certificate to me after you have obtained it from the Secretary of State.

If you have any questions, please feel free to call me.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

Richard J. Fidei

RJF/sds
Enclosure

APPROVED
AND
FILED
01 JUL 27 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN JUL 27 2001

ARTICLES OF INCORPORATION
OF
JOEL'S BABY, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be: JOEL'S BABY, INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one hundred (100) Shares at no par value.

ARTICLE IV

The street address of the principal office of this corporation will be 23421 Savona Court, Boca Raton, Florida 33433.

ARTICLE V

The initial street address of the Corporation's registered office is 23421 Savona Court, Boca Raton, Florida 33433. The initial registered agent for the Corporation at that address is SAMUEL GOTTLIEB.

ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

NAMEADDRESS

Samuel Gottlieb

23421 Savona Court
Boca Raton, Florida 33433ARTICLE VII

The name and street address of the person signing these articles of incorporation is SAMUEL GOTTLIEB, 23421 Savona Court, Boca Raton, Florida 33433.

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

ARTICLE VIII

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

First. JOEL'S BABY, INC., desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 23421 Savona Court, Boca Raton, Florida 33433, has named SAMUEL GOTTLIEB as its agent to accept service of process within this state. The undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

ACKNOWLEDGMENT:

Having been named to accept service of process for JOEL'S BABY, INC., at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



SAMUEL GOTTLIEB

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 24 day of July, 2001.

Sam Gottlieb
SAMUEL GOTTLIEB

PENNSYLVANIA
STATE OF FLORIDA

MONTGOMERY
COUNTY OF PALM BEACH

:
:
: ss.
:

The foregoing instrument (Articles of Incorporation for JOEL'S BABY, INC.) was acknowledged before me this 24 day of July, 2001, by SAMUEL GOTTLIEB who is personally known to me. ~~or who has produced~~ identification. as

My commission expires:

NOTARIAL SEAL
FRANK L. LAUTENBACHER, Notary Public
Lower Merion Twp., Montgomery County
My Commission Expires March 11, 2002

Frank L. Lautenbacher
Signature of Acknowledger

FRANK L. LAUTENBACHER
Typed/Printed Name of Acknowledger

Notary Public
Title or Rank

Serial Number, if any

01 JUL 27 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED