

P02000022238

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

UP 2 DATE KIDS CO.

Certificate of Status	0
Certified Copy	1
Page Count	046
Estimated Charge	\$78.75

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02 FEB 26 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

pm 2/27

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

Up 2 Date Kids Co.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of

Retail Sales Clothing

To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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TALLAHASSEE, FLORIDA

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$ 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is 8150 SW 8th St., Suite 126, Miami, FL 33144.

ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Delia Rodriguez President/Secretary	13600 SW 81 st St. Miami, FL 33183

ARTICLE NINE

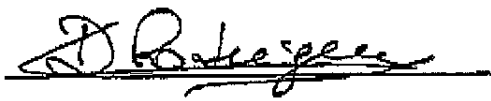
A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Delia Rodriguez	13600 SW 81 st St. Miami, FL 33183

Executed by the undersigned at Miami, Florida on February 18, 2002



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

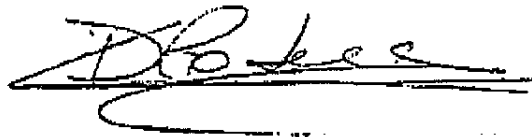
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

First- That Up 2 Date Kids Co. desiring to organize under the laws of the State
of Florida with its principal office, as indicated in the articles of incorporation at the City
of Miami, County of Miami-Dade, State of Florida has named Delia Rodriguez located at
13600 SW 81st St., City of Miami, County of Miami-Dade, State of Florida, as its agent
to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation,
at place designated in the certificate. I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.

By:



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TALLAHASSEE, FLORIDA**

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