P0200023471

February 21, 2002

Secretary of State Division of Corporations P.O. Box 65327 Tallahassee, Florida 32314

Re: Top 21 Kids Fashion, Inc.

700005020747---8 -02/26/02--01026--008 -02/26/02--01026--008 ******78.75 ******78.75 02 FEB 26 AM II: SECRETARY OF ST TALLAHASSEE, FLO

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of 78.75.

This represents the cost of filling fees, certificate copy of articles of incorporation and fee for the Registered Agent Designation for the above named corporation.

Very Truly Yours,

Ruth Quintana

1400 NW 79th Street # F-603

Miami, Florida 33147

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ARTICLES OF INCORPORATION

OF

TOP 21 KIDS FASHION, INC.

ARTICLE I

The name of the corporation shall be Top 21 Kids Fashion, Inc.

ARTICLE II NATURE OF BUSINESS

This incorporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III DURATION

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which incorporated existence shall begin in.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

18200 NW 27th Avenue Suite 275 Miami, Florida 33056

ARTICLE V CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 of one dollar (1.00) par value.

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SECRETARY OF STATE
ASSEE, FLORIDA

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Ruth Quintero

1400 NW 79th Street # F 603

Miami, Florida 33147

ARTICLE VII INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation is:

Ruth Quintero 1400 NW 79th Street # F 603 Miami, Florida 33147 President

The undersigned has executed these Articles of Incorporation this 21, day of February , 2002

Ruth Quintero-Incorporator 1400 NW 79th Street # F 603

Miami, Florida 33147

02 FEB 26 AM II: 41 SECRETARY OF STATE TALL AHASSEF, FLORID.

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

TOP 21 KIDS FASHION, INC. Name of Corporation

Pursuant to Florida Status Section 48.091 and 607.0501. The following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

1400 NW 79th Street Miami, Florida 33147

Has named Felipe Dickson located at the aforesaid address. As registered agent to accept service of process within this State.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all status relating the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

<u>2-22-2002</u>

Date

Ruth Quintero

1400 NW 79th Street # F-603

Miami, Florida 33147