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Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ZERO BABY & KIDS BOUTIQUE CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
Zero Baby & Kids Boutique Corp.**

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name and address of this corporation shall be:

Zero Baby & Kids Boutique Corp.  
8500 West Flagler Street Suite B-208  
Miami, FL 33144

**ARTICLE II - EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III - PURPOSE OF CORPORATION**

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares that the corporation shall have authority to issue is 1000 shares of common stock having \$ 1.00 par value.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - NAME OF REGISTERED  
AGENT AND ADDRESS OF REGISTERED OFFICE**

The name and street address of the corporation's initial registered resident agent shall be:

Miguel Hernandez  
8500 West Flagler Street Suite B-208  
Miami, FL 33144

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#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

Initially this corporation shall have three directors. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors are:

Pres: Juan Carlos Sobrero  
8500 West Flagler Suite B-208  
Miami, FL 33144

VPres: Esteban Gastón Mienko  
8500 West Flagler Suite B-208  
Miami, FL 33144

#### ARTICLE VIII- INCORPORATOR

The name and address of the person signing these articles are:

Juan Carlos Sobrero  
8500 West Flagler Suite B-208  
Miami, FL 33144

Esteban Gastón Mienko  
8500 West Flagler Suite B-208  
Miami, FL 33144


#### ARTICLE IX - BY LAWS

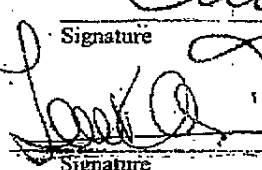
The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of directors and shareholders.

#### ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has (have) executed these Articles of Incorporation this August 16, 2002.

  
Signature

  
Signature

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

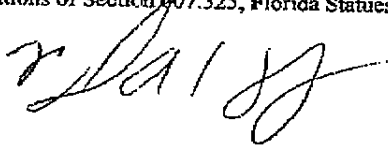
Zero Baby & Kids Boutique Corp.

2. The name and address of the registered agent and office is:

Miguel Hernandez  
8500 West Flagler Street Suite B-208  
Miami, FL 33144

Having been named to accept services of process for the above stated corporation, at the place designated in the 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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

SIGNATURE:



TITLE: Officer

DATE: 08/16/02