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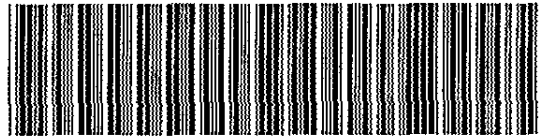
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CORPORATION(S) NAME

Baby bargain USA . Com, INC.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
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FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 14, 2003

EMPIRE

SUBJECT: BABYBARGAINSUSA.COM INC
Ref. Number: W03000001180

We have received your document for BABYBARGAINSUSA.COM INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE LIST ONLY ONE RA AND ONE RA SIGNATURE.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 303A00001899

ARTICLES OF INCORPORATION

of

BabybargainsUSA.com Inc

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Babybargains USA.com Inc

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	+ Brooke Cohen		
ADDRESS	756 Heritage Way		
CITY	Weston	FLORIDA	FL 33326

The principal office, if known, or the mailing address of the corporation is:

NAME	Russell + Brooke Cohen		
ADDRESS	756 Heritage Way		
CITY	Weston	FLORIDA	FL 33326

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Brooke Cohen		
ADDRESS	756 Heritage Way		
CITY	Weston	STATE	FL ZIP 33326
NAME	Russell Cohen		
ADDRESS	756 Heritage Way		
CITY	Weston	STATE	FL ZIP 33326
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Brooke Cohen		
ADDRESS	756 Heritage Way		
CITY	Weston	STATE	FL ZIP 33326
NAME	Russell Cohen		
ADDRESS	756 Heritage Way		
CITY	Weston	STATE	FL ZIP 33326
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 4th day of January, 2003

Russell Cohen (Seal)
Brooke Cohen (Seal)
 (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
03 JAN 16 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Babybargains^{USA}.com Inc

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at

756 Heritage Way

Weston, FL 33326

has named

Brooke Cohen

located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obliga-
tions of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.

X Brooke Cohen
(registered agent)