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To: Division of Corporations
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From: Account Name : FAS-T CORP. AGENTS, INC.
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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BABY-ME BOUTIQUE, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
Baby-Me Boutique, Inc.

I, the undersigned subscriber to these articles of incorporation, person competent to contract, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

Section 1.01 Name:

The name of the incorporation is:

Baby-Me Boutique, Inc.

Section 2.01 Capital Stock and Initial Capital: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares of five dollars par value each, no pre-emptive rights, non-assessable. The initial capital for which this corporation will begin business shall not be less than five hundred dollars.

Section 3.01 Term of Existence and Address:

This corporation shall have perpetual existence and its corporate existence shall commence at the time of filing the Articles of Incorporation. The post office address of this corporation in the State of Florida shall be: 831 NE 8 St Homestead, Florida 33030

Section 4.01 Name of Directors and Subscribers:

The Board of Directors of this corporation shall consist of not less than one member, initially, but may be increased from time to time, never less than one director. The name and address of the initial Board of Directors for the first year of the corporation existence is:

Roxana Lopez 245 SW 5 Ave Florida City, FL 33034

Section 5.01 Nature of Business:

This corporation shall engage in activity of business permitted under the laws of the United States and the State of Florida.

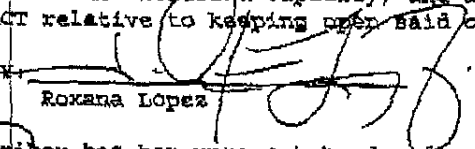
Section 6.01 Resident Agent and Acknowledgement:

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted in compliance with said ACT: That Baby-Me Boutique, Inc., desiring to organize under the laws of the State of Florida with its principal office, as we have indicated in the Articles of Incorporation at the City of Homestead, County of Dade, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: Roxana Lopez 245 SW 5 Ave Florida City, FL 33034

I, Roxana Lopez, having been named to accept service of process for the above state corporation, at place designated in this certificate, hereby accept such nomination, agree to act in the aforesaid capacity, and agree to comply with the provision of said ACT relative to keeping open said office.

ACCEPTED BY


Roxana Lopez

In witness whereof, the subscriber has hereunto set hand and seal this 15th day of October, 2003

Roxana Lopez

Roxana Lopez 245 SW 5 Ave Florida City, FL 33034 786-298-1250