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Robert L. Shaver
Richard A. Stoffels



Victoria Plaza
3663 Central Avenue
St. Petersburg, Florida 33713
Tel. (727) 328-9899
Fax: (727) 328-9809

November 17, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: GYMBOREE OF PASCO COUNTY, INC.

Dear Gentlemen:

Please find enclosed the Articles of Incorporation for the above-named corporation, together with the required filing fee of \$78.75 which includes payment for a certified copy of the articles.

Please return the certified copy to my office and I will deliver it to my clients.

Sincerely yours,

A handwritten signature in black ink, appearing to be 'R. A. Stoffels', written over a horizontal line.

Richard A. Stoffels

ARTICLES OF INCORPORATION
OF
GYMBOREE OF PASCO COUNTY, INC.

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SECRET
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is GYMBOREE OF PASCO COUNTY, INC.

ARTICLE II - NATURE OF BUSINESS

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do.

1. To take, buy, purchase, sell, exchange, hire, lease, or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, and to hold, own, control, manage and develop same.
2. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation and in particular lands, leaseholds, shares of stock, mortgages, bonds, and other securities.
3. To erect, construct, maintain, improve, rebuild, alter, manage and control, either directly or through ownership of stock in any corporation, any and all kinds of buildings, dwellings, stores, offices or other structures or erections.
4. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels, real or other property of the company, real and personal.

5. To issue debentures, bonds or other evidence of indebtedness secured by mortgage or mortgages upon property of this company or otherwise, and to sell the same; borrow money, make and issue its promissory notes, bonds or other evidence of indebtedness, whether secured by mortgage, pledge or otherwise.
6. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds and other obligations.
7. To carry on any business whatsoever which the corporation may deem proper or convenient, or which may be calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property.
8. To purchase, hold, sell, and issue the shares of its own capital stock.
9. To conduct its business in the State of Florida, in other states, in the District of Columbia, in the territories and colonies of the United States and foreign countries and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to and under which this Corporation is formed.
10. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
11. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this

Article, or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be either for services of a value rendered to the Corporation or cash.

ARTICLE IV - DURATION OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE V - ADDRESS

The street address of the principal office and initial registered office of the Corporation in the State of Florida shall be 1220 Big Creek Drive, Wesley Chapel, Florida 33543-7631, and the name of its initial registered agent at such address is Louis R. Russo. The Corporation may have and establish offices, conduct business and promote its objects within any part of the State of Florida, or in any state, District of Columbia, and territories and colonies of the United States and in foreign countries, as the directors may designate.

ARTICLE VI - DIRECTORS

The management and control of this Corporation shall be vested in a Board of Directors of not less than One (1) Director. Attendance by a majority of the directors at any meeting shall constitute a quorum. A majority of those directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the holders of common stock of the corporation. The names and street addresses of the members of the Board of

Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

Name	Address
Carol J. Barrett	1220 Big Creek Drive Wesley Chapel, FL 33543-7631
Mark A. Barrett	1220 Big Creek Drive Wesley Chapel, FL 33543-7631

ARTICLE VII - SUBSCRIBERS

The names and street addresses of the incorporators of this Corporation are as follows:

Name	Address
Carol J. Barrett	1220 Big Creek Drive Wesley Chapel, FL 33543-7631
Mark A. Barrett	1220 Big Creek Drive Wesley Chapel, FL 33543-7631

ARTICLE VIII - OFFICERS

The Officers of the Corporation shall be President, Vice President and Secretary/Treasurer, and shall be chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers and committees which may seem expedient to the Board. The Officers who are to hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

Name	Office
Carol J. Barrett	President
Mark A. Barrett	Vice President
Mark A. Barrett	Secretary/Treasurer

ARTICLE IX - SEAL

The seal of the Corporation shall be a circular impression with the name GYMBOREE OF PASCO COUNTY, INC. around the border and "Florida Seal, 2003" in the center.

IN WITNESS WHEREOF, we, the undersigned, as the incorporators of the above-named Corporation, do hereby subscribe our names and acknowledge the execution of the same on this 17th day of November, 2003.


Carol J. Barrett (SEAL)
Carol J. Barrett

Mark A. Barrett (SEAL)
Mark A. Barrett

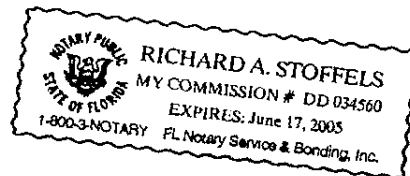
STATE OF FLORIDA)
 :
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Carol J. Barrett, who has produced a New York driver's license as identification and Mark A. Barrett who has produced a New York driver's license as identification and who each executed the foregoing ARTICLES OF INCORPORATION, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 17th day of November, 2003, in the aforesaid County and State.

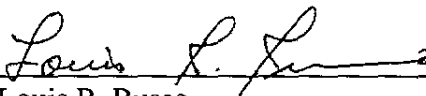


Richard A. Stoffels
NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

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


Louis R. Russo

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SEC
TALLAHASSEE
FLORIDA