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Division of Corporations

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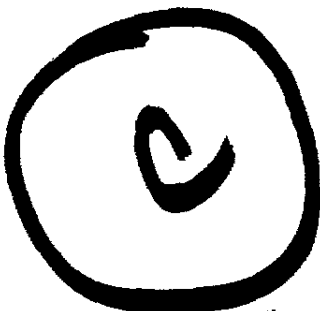
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FLORIDA PROFIT CORPORATION OR P.A.

KELLY KIDS, INC.



Certificate of Status	0
Certified Copy	0
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12-14-03

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## ARTICLES OF INCORPORATION

OF  
KELLEY KIDS, Inc.

### ARTICLE I NAME

The name of this corporation is KELLEY KIDS, Inc.

### ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

### ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida.

### ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

### ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata 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 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Kathleen Kelley 814 SW Abbott Avenue, Port St. Lucie, FL 34953, and the name of the initial registered agent of this corporation at that address is Kathleen Kelley.

### ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have 6 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than fifteen. The names and addresses of the initial Board of Directors of the corporation is:

#### Board of Directors

Kathleen Kelley  
814 SW Abbott Avenue  
Port St. Lucie, FL 34953

Laura Kelley Bender  
1066 Dartmouth Ave  
Port St. Lucie, FL 34953

Daniel Kelley  
2515 Hayes Street  
Hollywood, FL 33020

Elizabeth Kelley  
3795 Lehenberg Road  
Riegelsville, PA 18077

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Colleen Kelley Whitcombe  
One Independence Court  
Apartment 714  
Hoboken, NJ 07030

Sean Michael Kelley  
814 SW Abbott Ave.  
Port St. Lucie, FL 34953

### ARTICLE VIII INCORPORATORS

The name and address of the Incorporators signing these articles is

Kathleen Kelley  
814 SW Abbott Avenue  
Port St. Lucie, FL 34953

### ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

### ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation on the 12 day of DEC, 2003.

Kathleen Kelley  
Kathleen Kelley

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Kathleen Kelley, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 12 day of DEC, 2003.

[Signature]  
NOTARY PUBLIC, State of Florida at Large



Steven Matthew Baker  
My Commission ID# 108110  
Expires March 30, 2007

My commission expires:

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that KELLEY KIDS, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 814 SW Abbott Avenue, Port St. Lucie, FL 34953, has named Kathleen Kelley at 814 SW Abbott Avenue, Port St. Lucie, FL 34953, as its agent to accept service of process within Florida.

Dated: 12 DEC 2003

Kathleen Kelley  
Kathleen Kelley, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this 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 performance of my duties.

Kathleen Kelley  
Kathleen Kelley, Resident Agent

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