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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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FLORIDA PROFIT CORPORATION OR P.A.

PLANET KIDSWEAR, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
PLANET KIDSWEAR, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PLANET KIDSWEAR, INC.

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ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

**10732 NW 58TH STREET
MIAMI, FL 33178-2802**

ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its object and powers shall be engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 THOUSAND SHARES OF COMMON STOCK OF THE PAR VALUE OF TEN DOLLARS PER SHARE.
The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporates execution and adoption of these Articles of Incorporation.

**ARTICLE VI INITIAL REGISTERED AGENT AND
OFFICE STREET ADDRESS**

The name and address of the initial registered agent is:

CLAUDIA MARQUEZ
10720 NW 66 STREET # 405
MIAMI, FL 33178

ARTICLE VII DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles Of Corporation is (are):

PRESIDENT/SECRETARY
CLAUDIA MARQUEZ
10720 NW 66 STREET #405
MIAMI, FL 33178

ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**PRESIDENT/SECRETARY
CLAUDIA MARQUEZ
10720 NW 66 STREET #405
MIAMI, FL 33178**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this June 9, 2004

Claudia Marquez
Signature

Signature

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitle to vote thereon, unless all the Directors and all the Stockholder's sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the
Undersigned Corporation, organized under 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:

PLANET KIDSWEAR, INC.

Name and address of the registered agent and office is:

**CLAUDIA MARQUEZ
10720 NW 66 STREET #405
MIAMI, FL 33178**

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS
CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT PURSUANT
TO F.S. 607.050(3).

SIGNATURE: Claudia Marquez

DATE: June 9, 2004

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