

UCC SERVICES Fax: 850-681-6011 Mar 10 2006 12:47 P.M. P.O.
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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Utopia Kids, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

UTOPIA KIDS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

c/o Denny's 343B South Oyster Bay Road Plainview, NY 11803

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: any lawful purpose

ARTICLE IV SHARES

The number of shares of stock is:

200 no par value

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Ronald Klein Pres. and Director 1 Rockhill Lane Brookville, NY 11545

Spencer Klein Vice President 26 Wharton Place Melville, NY 11747
DirectorJeffrey Klein Secretary/ Treasurer 100 Coverly Place Melville, NY 11747
Director**ARTICLE VI REGISTERED AGENT**The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:UCC Filing & Search Services, Inc.
1574 Village Square Blvd., Suite 100
Tallahassee, FL 32309**ARTICLE VII INCORPORATOR**The name and address of the Incorporator is:

Ronald Klein 343B South Oyster Bay Road Plainview, NY 11803

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacityAlison Hand

Signature/Registered Agent

Ronald Klein

Signature/Incorporator

3/10/06

Date

3/9/06

Date