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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Florida Department of State
Division of Corporations
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To:
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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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**FLORIDA PROFIT/NON PROFIT CORPORATION
BABY B DISTRIBUTORS USA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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Help



November 20, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: BABY B DISTRIBUTORS USA, INC.
REF: W06000050736

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes
Document Specialist
New Filing Section

FAX Aud. #: H06000277945
Letter Number: 306A00067602

P.O BOX 6327 - Tallahassee, Florida 32314

HO6000274450
ARTICLES OF INCORPORATION
OF
BABY B DISTRIBUTORS USA, INC.

2006 NOV 20 A 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is BABY B DISTRIBUTORS, USA, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares which this corporation is authorized to have outstanding at any time shall be 100 shares, having a One Dollar (\$1.00) Dollar value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than Five Hundred (\$500.00) Dollars.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The principal place of business of this corporation shall be:

1120 E. HALLANDALE BEACH BLVD
HALLANDALE, FL. 33009

SEVENTH: The number of directors constituting the initial board of director is Two (2).

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EIGHTH: The name and post office address of the President, Vice-President, Secretary/Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, is the following:

President: ORIT MIMOUN

Vice President: _____

Secretary: Elie MIMOUN

Treasurer: _____

NINTH: The name and post office addresses of the incorporator is:

Corey E. Hoffman, P.A.
3250 Mary Street, Suite 303
Coconut Grove, Florida 33133

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

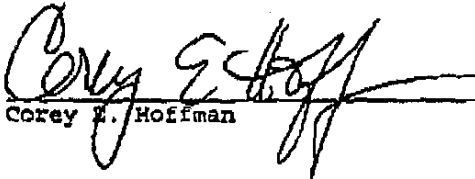
a. To make and alter the by-laws at pleasure.

b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

IN WITNESS WHEREOF, the party has hereunto set his hand and seal on November

16, 2006.


Corey E. Hoffman (SEAL)

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) ss

BE IT REMEMBERED, that on this day personally appeared before me COREY E. HOFFMAN, party to the foregoing Articles of Incorporation, known to me personally to be such, and upon his oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

SWORN TO AND SUBSCRIBED before me at Miami, Dade County, Florida, on this

16th day of November, 2006


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

my commission expires:



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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 607.0501 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That BABY B DISTRIBUTORS, INC. desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation of Miami-Dade County,
State of Florida has named COREY E. HOFFMAN, 3250 Mary St., #303
Miami, FL 33133 as its agent to accept service of process within
the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: COREY E. HOFFMAN, REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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