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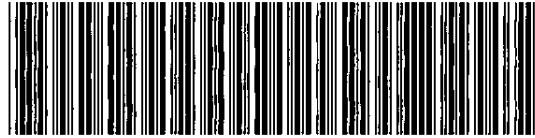
(Business Entity Name)

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2008 MAR 27 PM 4:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CS-3-27

KARLICK & BUCKLEY
ATTORNEYS AND COUNSELORS AT LAW
SUITE 200 REPUBLIC BUILDING
1454 N.W. 17TH AVE., MIAMI, FL 33125-2384
(305) 325-1561

March 24, 2008

State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314
Attn: New Filings Section

Re: Nest and Cradle, Inc.

Ladies and Gentlemen:

Enclosed please find original and one copy of above captioned proposed Florida Corporation for filing. Also, enclosed is a money order in the sum of \$78.75 for filing costs.

Please file same and return one confirmed copy at your earliest in the envelope provide.

Thank you for your prompt attention to this matter.

Very truly yours,

ARTHUR KARLICK

ARTHUR W. KARLICK
AWK/nk
Enclosures

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2008 MAR 27 PM 4:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE NEST AND CRADLE, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be: THE NEST AND CRADLE, INC., and the mailing address of the corporation shall be: 3601 SW 58TH Avenue, ^{Miami} FL 33155.

ARTICLE II DURATION

The corporation shall exist perpetually commencing on the date of this filing of these Articles of Incorporation.

ARTICLE III ACTIVITIES AND PURPOSE

The corporation is entitled to engage in any activity or business permitted under the laws of the State of Florida and the United States of America. This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV STOCK

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares". The shares shall be distributed as follows:

NAME	OFFICE	SHARES
Carmen Uriarte	President	50
Henry Uriarte	Vice-President/ Resident Agent	50

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation as a just value fixed by the Board of Directors.

ARTICLE V STOCK VALUE

All said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period of not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida. This corporation is organized and authorized to operate as a Subchapter "S" of the Internal Revenue Code of the United States.

ARTICLE VI-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 of which it is offered to others.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3601 SW 58th Avenue, Miami, FL 33155 and the name of the initial registered agent of this Corporation, at the above address is: Henry Uriarte.

ARTICLE VIII BOARD OF DIRECTORS

The corporation shall have two (2) Directors constituting the initial Board of Directors. The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation; however, there shall never be less than one (1). The name and mailing address of the initial director of this corporation are:

<u>Name</u>	<u>Mailing Address</u>
Carmen Uriarte	3601 SW 58 th Avenue Miami, Florida 33155
Henry Uriarte	3601 SW 58 th Avenue Miami, Florida 33155

ARTICLE IX INCORPORATOR

The name and address of the incorporator of the corporation is Carmen Uriarte,
President, 3601 SW 58th Avenue, Miami, Florida 33155

ARTICLE X-INDEMNIFICATION OF OFFICERS

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the Corporation.

ARTICLE XI-SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have first lien on the share of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

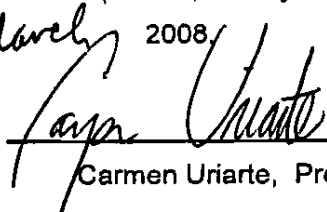
ARTICLE XII-CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modification. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this Corporation.

ARTICLE XIII-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 WHEREFORE, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 24 day of March, 2008.


Carmen Uriarte, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.-

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared CARMEN URIARTE as President of THE NEST AND CRADLE, INC., known to me and known by me to be the person described herein, and having produced her driver's license as identification and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the above Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 24 day of March 2008.

My commission expires:

Nancy Karlisk
NOTARY PUBLIC-State of Florida

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS.-



BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared HENRY URIARTE as Vice-President of NEST AND CRADLE, INC., known to me and known by me to be the person described herein, and having produced his driver's license as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that they executed the above Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 24 day of March 2008.

My commission expires:

Nancy Karlisk
NOTARY PUBLIC-State of Florida



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

In pursuance of Chapter 48.091, Florida Statute, the following is submitted, in compliance with said Act:

First, That THE NEST AND CRADLE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation In the County of Miami-Dade, State of Florida has named HENRY URIARTE located at 3601 SW 58th Avenue, Miami-Dade County, State of Florida 33155 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at 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

Henry Uriarte
HENRY URIARTE, Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA