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FLORIDA PROFIT/NON PROFIT CORPORATION

TOTS OF CLEARWATER, INC.

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**ARTICLES OF INCORPORATION
TOTS OF CLEARWATER, INC.**

FILED
08 MAY -8 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is **TOTS OF CLEARWATER, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation is:

26224-26228 U.S. Highway 19 N.
Clearwater, FL 34621

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Thousand (1,000) shares of common stock, \$.001 par value per share.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until her successor shall have been elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

Denise H. Darr
26224-26228 U.S. Highway 19 N.
Clearwater, FL 34621

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ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Edward J. Comey
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Edward J. Comey
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

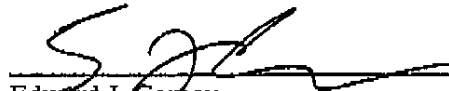
ARTICLE IX
LIABILITY FOR MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of May, 2008.


Edward J. Concy
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

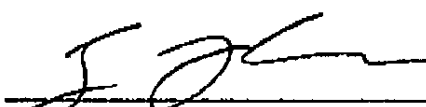
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08 MAY -8 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the 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 TOTS OF CLEARWATER, INC.
2. The name and street address of the registered agent and office in the State of Florida are:

Edward J. Comey
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Edward J. Comey
Registered Agent

Dated: May 8, 2008

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