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STATE
COMMUNICATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

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OF

JUDY'S CHILDREN FASHION, INC.

ARTICLE I

The name of the Corporation is :JUDY'S CHILDREN FASHION, INC.

ARTICLE II

This Corporation is organized for the purpose of transacting any or all lawful business under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that the Corporation is authorized to issue are five hundred (500) shares, \$1.00 par value each share.

ARTICLE IV

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V

The Corporation shall have three (3) directors initially. The number of directors of the Corporation may either increase or diminish from time to time by the By-Laws, but shall never be less than one (1) director. The name and street address of each member of the initial Board of Director who shall hold office for the first year of existence of the Corporation or until his or her successor is elected or appointed and qualified, is:

NAME	ADDRESS
Jorge Luis Bacallao Jr. President(250 shares)	3490 E 2 Avenue Hialeah, Fl 33013
Judith Bacallao Vice-President(250 shares)	Same as above
Sandra Bacallao Secretary	Same as above

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Jorge Luis Bacallao Jr President	3490 E 2 Avenue Hialeah, Fl 33013

ARTICLE VII

The street address of the initial registered principal office of the Corporation is 3490 E 2 Avenue, Mialeah, Fl. 33013, and the name of the initial registered agent of the Corporation at that address is Jorge Luis Bacallao Jr.

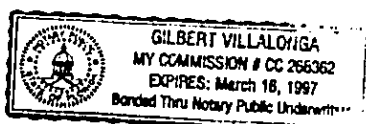
IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 8th day of March 1995.

Jorge L. Bacallao Jr Incorporator
President
March 8, 1995

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that Jorge Luis Bacallao Jr, to me personally known, this day acknowledged before me that he executed the foregoing Articles of Incorporation; and I FURTHER CERTIFY that the said person making said acknowledged to be the individual described in and who executed the said instrument.

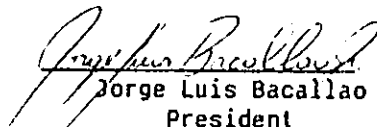
WITNESS my hand and seal in said County and State aforesaid,
this 8th day of March, 1995.



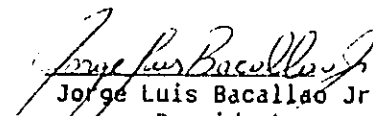
2. Antikörper

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

IN COMPLIANCE with Section 607.034 and 607.325, Florida Statutes, the following is submitted : FIRST: That JUOY'S CHILDREN FASHION, INC. to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Hialeah, State of Florida, has named Jorge Luis Bacallao Jr. located at 3490 E 2 Avenue, Hialeah, State of Florida, as its Agent to accept service of process within the State of Florida.


Jorge Luis Bacallao Jr.
President
March 8, 1995

HAVING BEEN named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I HEREBY AGREE to act in this capacity, and I FURTHER AGREE to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Jorge Luis Bacallao Jr.
President