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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
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NAME: BABY USA, INC.
FAX AUDIT NUMBER: H95000004537
DATE REQUESTED: 04/21/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 16:59:21
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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4-18-95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04/21/95 11:43

APR-24-1995 14:06 FROM EMPIRE CORP. KIT

TO

19849224000

P.03



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

April 24, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BABY USA, INC.
REF: W95000008723

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE RE-SEND PAGE 1 OF ARTICLES.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W95000004537
Letter Number: 495A00019217

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
BABY USA, INC.**

(4)

95 APR 24 PM 4:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

EFFECTIVE DATE

4-18-95

The name of this corporation is Baby USA, Inc.

ARTICLE II. COMMENCEMENT OF THE CORPORATE EXISTENCE.

The corporate existence commences on the the 18th day of April, 1995.

ARTICLE III. PRINCIPAL OFFICE.

The mailing address of this corporation is 1304 West Indies Way, Lantana, Florida 33462.

ARTICLE IV. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) at \$1.00 par value.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Christian N. Scholin, 224 Datura Street, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS

A) Board of Directors.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than two (2) persons. The number of Directors of the corporation shall be two (2), provided however, that such number may be changed by a By-Law duly adopted by the shareholders.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of shareholders at which time an election of Directors shall be held.

Christian N. Scholin, Esq.
224 Datura Street, Suite 1100
West Palm Beach, Florida 33401
407-835-3753
Florida Bar # 980102

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Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Tina Huhtala

1306 West Indies Way
Lantana, Florida 33462

Tulja Mäkinen

1304 West Indies Way
Lantana, Florida 33462

B) Corporate Officers.

The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

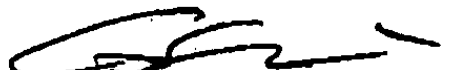
ARTICLE VII. INCORPORATORS.

The names and street address of the incorporator to these articles of incorporation are Christian N. Scholin, 224 Datura Street, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE VIII. PURPOSE.

The purpose or purposes for which the corporation is organized are: To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

The undersigned, for the purpose of forming this corporation under the laws of the State of Florida, has executed these Articles of Incorporation this the 20th day of April, 1995.



Christian N. Scholin

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Pursuant to the provisions of F.S. 607.0601, 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 Baby USA, Inc.
2. The name of the registered agent is Christian N. Scholin.
3. The address of the registered agent/registered office is c/o Scholin, 224 Datura Street, Suite 1100, West Palm Beach, Florida 33401.


Christian N. Scholin
Incorporator

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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 obligations of my position as registered agent.


Christian N. Scholin

Date: April 20, 1995

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TALLAHASSEE, FLORIDA

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