

LAW OFFICES
OF
BEN WATKINS
41 Commerce Street
Apalachicola, Florida 32320
(904) 653-2121

J. Ben Watkins
Jan J. Revie
Douglas W. Gaidry

195000047249

JUN 15 1995

Secretary of State
Bureau of Corporations
409 East Gaines Street
Tallahassee, FL 32399
ATT: Lorria Pollia

FILED
55 JUN 16 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: BABY J, INC.

Dear Ms. Pollia:

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced corporation, together with Registered Agent's Certificate and my check for \$70.00 to cover:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	\$ 35.00
	\$ 70.00

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-06/22/95--01041--008
*****70.00 *****70.00

We do not need a Certified Copy of Articles of Incorporation at this time.

I would be grateful if you would call me collect when the Articles have been filed. We appreciate your kindness in helping us expedite this matter.

Thank you.

Sincerely,

LAW OFFICES OF BEN WATKINS

Douglas W. Gaidry

Enclosures

6/19

ARTICLES OF INCORPORATION

OF

BABY J, INC.

ARTICLE I - NAME

The name of this Corporation is BABY J, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, which shall be issued for money, property, or services as may be determined by the Board of Directors of the Corporation.

ARTICLE V - STREET AND MAILING ADDRESS OF CORPORATION

The street address of the initial principal office of this Corporation is 676 Leslie Court, Florida 32701-6106, and the mailing address of this Corporation is Post Office Box 160381, Altamonte, Florida 32716.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

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JOSEPH JULES MICHAUD

676 Leslie Court
Altamonte, Florida 32701-6106

ARTICLE VII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between this Corporation and any other corporation, or individual, shall be, in the absence of fraud, affected or invalidated by the fact that one or more of the directors or officers of this Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from such contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any director of this Corporation may vote on any contract or other transaction between this Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

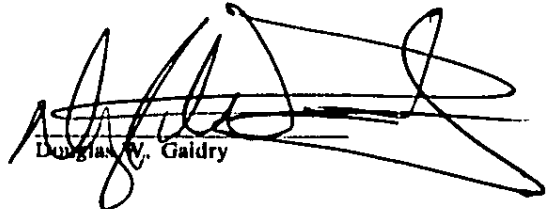
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Douglas W. Gaidry, 41 Commerce Street, Apalachicola, Florida 32320.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 41 Commerce Street, Apalachicola, Florida 32320, and the name of its initial registered agent at that office is DOUGLAS W. GAIDRY.

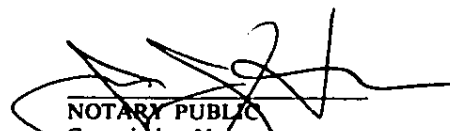
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of JUNE, 1995.


Douglas W. Gaidry

STATE OF FLORIDA)
) ss.
COUNTY OF FRANKLIN)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared DOUGLAS W. GAIDRY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of JUNE, 1995.


NOTARY PUBLIC
Commission No.:
My Commission Expires:
JAN. 2, 1998
Notary Public, State of Florida
My Commission Expires Oct. 2, 1995
Bonded Thru Troy Fain - Insurance Inc.

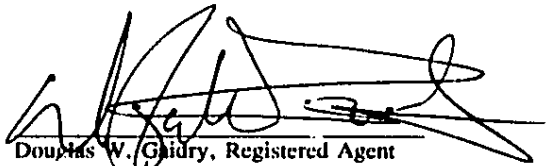
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted in compliance with Section 48.091 Florida Statutes:

BABY J, INC., desiring to organize under the laws of the State of Florida, with its principal office at the City of Altamonte, Florida, has named Douglas W. Gaidry as its registered agent at the registered office at 41 Commerce Street, Apalachicola, Florida 32320 to accept service of process within this State.

ACKNOWLEDGMENT

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 provisions of the above-referenced statute relative to keeping said office open. I am familiar with and accept the duties and responsibilities of registered agent.


Douglas W. Gaidry, Registered Agent

Date: 6/14/95

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TALLAHASSEE, FLORIDA