

1201 HAYS STREET
TALLAHASSEE, FL 32310
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904-222-0393 FAX

800-342-8086



P95000057030
JUL 21 12:20
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 646032 81683A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 21, 1995

ORDER TIME : 10:32 AM

ORDER NO. : 646032

CUSTOMER NO: 81683A

CUSTOMER: Sonnia Paradela, Legal Asst
JEFFREY E. LEHRMAN, ESQ

Suite 300-d
2699 South Bayshore Drive
Miami, FL 33133

600001543186
-07/21/95--01046--010
***122.50 ***122.50

DOMESTIC FILING

NAME: DESTINATION KIDS

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS:

W45-14780

JUL 21 1995 BSA

FILED
95 JUL 21 PM 2:37



FLORIDA DEPARTMENT OF STATE

July 21, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DESTINATION KIDS
Ref. Number: W95000014780

*Use File Data
resubmit*

We have received your document for DESTINATION KIDS and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 995A00034993

ARTICLES OF INCORPORATION
OF
DESTINATION KIDS, INC.

FILED
95 JUL 21 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, and privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be DESTINATION KIDS, INC.

ARTICLE II

The general nature of the business or businesses to be transacted is: Any lawful business permitted by the laws of the State of Florida and the United States.

ARTICLE III

The amount of authorized capital stock of the corporation shall be five hundred (500) shares of common stock with par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be at least Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The post office address of the principal office of the corporation shall be 2699 S Bayshore Drive, Suite 300D, Coconut Grove, FL 33133, with the privilege, however, of having branch offices and places of business at any other place or places within the State of Florida or in foreign countries.

ARTICLE VII

The affairs of the corporation shall be conducted by a Board of at least one (1) director who need not be stockholder.

ARTICLE VIII

The names and addresses of the first Board of Directors of the corporation who, subject to the provisions of these Articles of Incorporation, the by-laws and general corporation laws of Florida, shall hold office until their successors have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Jeffrey E. Lehrman	2699 S Bayshore Drive Suite 300D Miami, FL 33133

ARTICLE IX

The names and addresses of each subscriber of these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jeffrey E. Lehrman	269 th S Bayshore Drive Suite 300D Miami, FL 33133

ARTICLE X

The Corporation shall at all times have the corporate powers presently given to the corporations by the statutes and law of the State of Florida; and, it shall have such further powers as from time to time, hereafter, are given to corporations by the statutes and law of the State of Florida. The Corporation is expressly authorized to enter into, honor and be bound by stockholder's agreements with and among stockholders of the Corporation. The Corporation is, further, authorized to enter into partnerships and joint ventures with other persons, firms and corporations.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation on the 26th day of July, 1995.



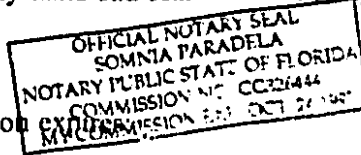
Jeffrey E Lehrman, Esq.

State of Florida)
) SS:
County of Dade)

Before me, the undersigned authority, personally appeared Jeffrey E. Lehrman, to me known to be the person described in the foregoing Articles of Incorporation, and he acknowledged that he made and subscribed the same for the purposes and uses therein mentioned and set forth.

Witness my hand and seal at said County and State this 28th day of July, 1995.

My commission



Somnia Paradelo
Notary Public

RESIDENT AGENT RESIGNATION

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

DESTINATION KIDS, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Jeffrey E. Lehrman, Esquire, Professional Corporation, located at 2699 S Bayshore Drive, Suite 300D, Miami, FL 33133, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping open said office.

Jeffrey E. Lehrman