

P95000057278

Law Office
of
George T. Paulk II

ATTORNEY AND COUNSELOR AT LAW

1400 Palm Bay Road, N.E.
Palm Bay, Florida 32905

(407) 952-0269
Fax (407) 952-9101

July 11, 1995

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-07/12/95--01042--017
****122.50 ****122.50

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: A Kid's Closet, Inc.

Dear Sir or Madame:

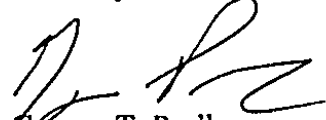
Enclosed please find the original Articles of Incorporation of "A Kid's Closet, Inc.", along with my check in the amount of \$122.50, which is payment for the following:

1. Filing fee of \$35.00;
2. Registered Agent Designation fee of \$35.00;
3. Certified copy fee of \$52.50.

I have also enclosed a FedEx prepaid, return envelope for your convenience in returning the certified copy of the Articles **AT YOUR EARLIEST** convenience.

Thank you for your prompt and kind attention to this matter.

Cordially,


George T. Paulk

/lw

Enclosures

DMP
7/25/95

FILED
95 JUL 25 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1995

GEORGE T. PAULK II
ATTORNEY AND COUNSELOR AT LAW
1400 PALM BAY ROAD NE
PALM BAY, FL 32905

SUBJECT: A KID'S CLOSET, INC.
Ref. Number: W95000014263

We have received your document for A KID'S CLOSET, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 995A00034005

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of
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1400 Palm Bay Road, N.E.
Palm Bay, Florida 32905

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Fax (407) 952-9101

July 21, 1995

Amanda Herring, Document Specialist
Florida Department of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

Re: A Kid's Closet, Inc.
Ref. No. W95000014263

Dear Ms. Herring,

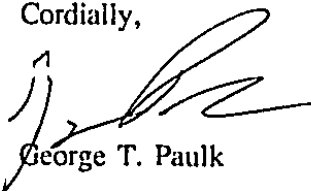
Enclosed please find a copy of your letter to me of July 14, 1995, along with new original Articles of Incorporation for **A Kid's Closet Consignment, Inc.**, and an original Certificate of Designation Registered Agent/Registered Office form.

As the name "A Kid's Closet, Inc." was indeed not available, (even though when I called the Division of Corporations prior to filing and was told the original name was available) my client chose to change the name of her business to "A Kid's Closet Consignment, Inc.". I was assured by "Tammy" at the Division of Corporations that the new name was available.

Due to the delay in this matter, and my client's financing being delayed, I respectfully request that these Articles be filed as soon as possible and a certified copy returned to me (check previously forwarded) at your earliest convenience.

Thank you for your kind and prompt attention to this matter.

Cordially,



George T. Paulk

/lw

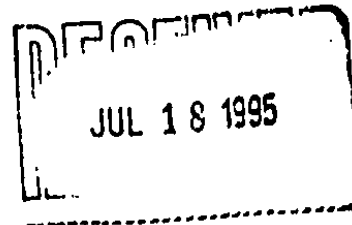
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1995

GEORGE T. PAULK II
ATTORNEY AND COUNSELOR AT LAW
1400 PALM BAY ROAD NE
PALM BAY, FL 32905



SUBJECT: A KID'S CLOSET, INC.
Ref. Number: W95000014263

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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) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 995A00034005

ARTICLES OF INCORPORATION

OF

A KID'S CLOSET CONSIGNMENT, INC.

FILED

95 JUL 25 PM 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this corporation is A KID'S CLOSET CONSIGNMENT, INC.

**ARTICLE II
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is five hundred (500) shares of common stock without par value.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing upon filing of these articles.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

MEREDITH CARSON SMITH
2447 N. Wickham Road, Suite 140
Melbourne, FL 32935

**ARTICLE VI
BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one.

**ARTICLE VII
INITIAL DIRECTOR**

The name of the initial director of this corporation and her street address is:

MEREDITH CARSON SMITH
2447 N. Wickham Road, Suite 140
Melbourne, FL 32935

The person named as the initial director shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

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

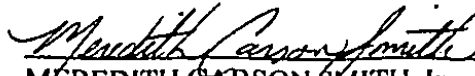
MEREDITH CARSON SMITH
2447 N. Wickham Road, Suite 140
Melbourne, FL 32935

The above address is the mailing address for the corporation.

**ARTICLE IX
AMENDMENT**

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned as Incorporator, has executed the foregoing Articles of Incorporation on this 21 day of July, 1995.


MEREDITH CARSON SMITH, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public, personally appeared MEREDITH CARSON SMITH, to me known to be the person described as Incorporator and who executed the foregoing Articles

of Incorporation. and acknowledged before me that she subscribed to those Articles of Incorporation on this 21 day of July, 1995.

Lori Wood.

Notary Public

Printed name

Lori Wood.

My Commission Expires:




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501, 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.

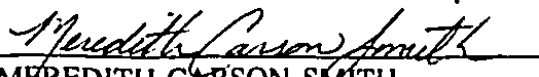
1. The name of the corporation is A KID'S CLOSET CONSIGNMENT, INC.
2. The name and address of the registered agent and office is:

MEREDITH CARSON SMITH
2447 N. Wickham Road, Suite 140
Melbourne, FL 32935


MEREDITH CARSON SMITH
Incorporator/Director
July 21, 1995

FILED
95 JUL 25 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


MEREDITH CARSON SMITH
Registered Agent
July 21, 1995