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KOSKI, THOMAS & SANCHEZ, P.A.

ATTORNEYS AT LAW

SUITE 205 B
SANCTUARY CENTRE
4800 N. FEDERAL HWY
BOCA RATON, FL 33431

TELEPHONE (407) 395-6707
TELECOMPER (407) 395-3606

August 1, 1995

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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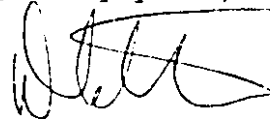
RE: BABY BOOGIE, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Baby Boogie, Inc. Please file these Articles and return one certified copy to me. I have enclosed my check in the amount of \$122.50 to cover the costs of filing, one certified copy and the registered agent designation.

If you have any further questions concerning this matter, please do not hesitate to contact me.

Very truly yours,



DONALD J. THOMAS

DJT\al
Enclosures (3)

EFFECTIVE DATE
8/31/95

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FILED

AUG 4 1995 BSB

ARTICLES OF INCORPORATION

OF

BABY BOOGIE, INC.

EFFECTIVE DATE

7/31/95

FILED

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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is Baby Boogie, Inc.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one cent (\$.01) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 10319 Brookville Lane, Boca Raton, FL 33428.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Tracy Bartels
10319 Brookville Lane
Boca Raton, FL 33428

Robin Schulman
10319 Brookville Lane
Boca Raton, FL 33428

ARTICLE VII

The corporation may indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is:

Tracy Bartels
10319 Brookville Lane
Boca Raton, FL 33428

ARTICLE XI

The street address of the initial registered office of the corporation is 4800 North Federal Highway, Suite 205B, Boca Raton, FL 33431, and the name of the initial registered agent of the corporation at that address is Donald J. Thomas.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 31st day of July, 1995.



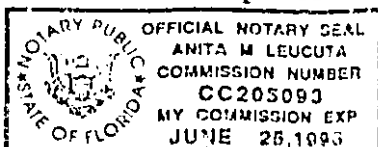
TRACY BARTELS

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared TRACY BARTELS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of July, 1995 at Boca Raton, Palm Beach County, Florida.

My Commission Expires:






Notary Public, State of Florida

(Print, type or stamp Commissioned name of Notary Public)

(☒) Personally known or () Produced Identification
Type of Identification: _____

CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



DONALD J. THOMAS
Registered Agent

DATED: _____

7/31/95

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