

P95000068105

Fernando H. Figarola
Mailroom Business Services Inc.
8250 Bird Road
Miami, FL 33155-3335

95 SEP -5 PM 4:00

RECEIVED
TALLAHASSEE, FLORIDA

August 24, 1995

Department Of State
Division Of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800001580928
-09/11/95--01007--002
*****70.00 *****70.00

Dear Sirs:

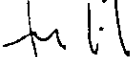
Enclosed please find a check for \$70.00 which should have been mailed with the Articles Of Incorporation for T.P. Kids Inc. Which were mailed out on 8/23/95.

I am sorry for any inconvenience which this error on my part may have caused you.

If you should need to contact me I can be reached at (305) 551-3302 from 9:00 AM to 6:30 PM .

Thank You.

Sincerely,



Fernando Figarola

Enclosures: 1

SEP - 5 1995

Fernando H. Figarola
Mailroom Business Services Inc.
8250 Bird Road
Miami, FL 33155-3335

August 31, 1995

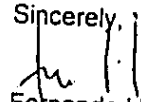
Department Of State
Division Of Corporations
Post Office Box 6327
Tallahassee, FL 32314

ATTN.: Pam Hall

Dear Mrs. Hall:

Enclosed are the documents for T.P. Kids for which you are holding the check.
Thank you for your help in straightening this out.

Sincerely,



Fernando H. Figarola

Enclosures:

W95-17275
8/17/28



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1995

FERNANDO H. FIGAROLA
8250 BIRD RD
MIAMI, FL 33155-3335

SUBJECT: T.P. KIDS INC.
Ref. Number: W95000017275

We have received your document for T.P. KIDS INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 695A00039964

ARTICLES OF INCORPORATION
OF
T.P. Kids Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:
T.P. Kids Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 150 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:

8250 Bird Road

Miami, Florida 33155,

and the name of the initial Registered Agent for the corporation at that address is Fernando H. Figarola.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

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

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Fernando H. Figarola

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Fernando H. Figarola
8250 Bird Road
Miami, Florida 33155

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. T.P. Kids Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at:

8250 Bird Road
Miami, Florida 33155

Fernando H. Figarola has named:

Fernando H. Figarola
8250 Bird Road
Miami, Florida 33155

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

[Signature]

BEFORE ME, the undersigned authority, this day personally appeared Fernando Figarola ("Registered Agent"), at MIAMI County of DADE, State of FLORIDA, who is personally known to me or who showed _____ as identification and who did/did not take an oath and who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 22 day of AUGUST, 19 95.

(SEAL)

[Signature]
Notary Public
State of FLORIDA
My Commission Expires 03/27/98
Notary Public, State of Florida
Commission No. CC 403812
My Commission Expires 03/27/98
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22 day of August, 1995.

Incorporator:

55 SEP -5 PM 4:09

The foregoing instrument was executed and acknowledged before me at MIAMI, County of DADE, State of FLORIDA, this 22 day of AUGUST, 1995 by FERNANDO FIGAROLA ("Incorporator"), who is personally known to me or who showed _____ as identification and who did/did not take an oath.

(SEAL)

Carol J. [Signature]
Notary Public
State of FLORIDA
My Commission Expires 06/27/96

