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January 10, 1995

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TALLAHASSEE FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

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-01/17/96--01048--008
****122.50 ****122.50

RE: EXCLUSIVELY BABIES, INC.

To Whom It May Concern:

Please find enclosed for filing an original and one copy (for certification) of the Articles of Incorporation for the above referenced corporation and Certificate of Designation (Registered Agent/Registered Office) along with a check in the amount of \$122.50 for filing and certification fees.

Your returning to me the certified copy of the articles of incorporation in the attached self-addressed stamped envelope would be greatly appreciated.

Thanking you in advance for your prompt and kind attention in this matter.

Sincerely,

Elena Endara
ELENA ENDARA

EE

Enc.

1-19-96
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ARTICLES OF INCORPORATION
OF
EXCLUSIVELY BABIES, INC.

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The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Exclusively Babies, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

14705 Balgowan Road, #201
Miami Lakes, Florida 33016

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

90 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Voting Common Shares" and 10 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Non-Voting Common Shares."

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Richard J. Essen
18305 Biscayne Boulevard
Suite 400
North Miami Beach, Florida 33160

ARTICLE V. INCORPORATOR

The names and street addresses of the incorporators to these articles of incorporation are:

Elena Endara
14705 Balgowan Road, # 201
Miami Lakes, Florida 33016

Jodelle Rivera
14203 S.W. 66 Street, # B105
Miami, Florida 33183

Cheryl Falk
9821 S.W. 130 Street
Miami, Florida 33176

The undersigneds have executed these Articles of Incorporation this
10 day of January, 1996.

Elena Endara
ELENA ENDARA - INCORPORATOR
Jodelle Rivera
JODELLE RIVERA - INCORPORATOR
Cheryl Falk
CHERYL FALK - INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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: Exclusively Babies, Inc.
2. The name and address of the registered agent and office is:

Richard J. Essen
18305 Biscayne Boulevard
Suite 400
North Miami Beach, Florida 33160

Elena Endara
ELENA ENDARA

TITLE *Manager*

DATE *1/10/96*

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Richard J. Essen*

DATE *1/10/96*