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JOHN W. GARDNER, P.A.
ATTORNEY AT LAW

206 MASON STREET
BRANDON, FLORIDA 33511

April 9, 1996

TELEPHONE 813 651-0055
FACSIMILE 813 684-5922

Florida Department of State
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

7000001780957
-04715/96--01122--017
****122.50 ****122.50

RE: MY KIDS CLOSET, INC.

Dear Madam or Sir:

Enclosed for filing please find Articles of Incorporation for the referenced corporation. Also, enclosed please find our check number 3102 in the amount of \$122.50, which is your filing fee.

Please certify the copy and return it to this office in the enclosed self-addressed stamped envelope as soon as convenient after filing.

Your attention to this matter is appreciated. Should you have any questions regarding this or any other matter, please telephone my office.

Very truly yours,

JOHN W. GARDNER, P.A.


John W. Gardner

JWG/mck
Enclosure - Articles of Incorporation
xc: Mr. and Mrs. John Rochester

FILED
96 APR 15 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR 18 1996

ARTICLES OF INCORPORATION
OF
MY KIDS CLOSET, INC.

FILED
96 APR 15 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be:

MY KIDS CLOSET, INC.

and its principal office and mailing office is

Royal Oaks of Bloomingdale
3240 Lithia Pinecrest Road
Suite 103
Valrico, Florida 33594

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to own, operate and manage a retail store.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 206 Mason Street, Brandon, Florida 33511. The initial registered agent of this Corporation at such office shall be John W. Gardner, Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD
OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board are:

<u>Name</u>	<u>Address</u>
ROBERTA F. ROCHESTER	Royal Oaks of Bloomingdale 3240 Lithia Pinecrest Road Suite 103 Valrico, Florida 33594

ARTICLE VII - INCORPORATOR

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

ROBERTA F. ROCHESTER	Royal Oaks of Bloomingdale 3240 Lithia Pinecrest Road Suite 103 Valrico, Florida 33594
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Roberta Rochester
ROBERTA F. ROCHESTER
AS INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of April, 1996 by Roberta Rochester, who is personally known to me or who has produced N/A as identification and who did did not take an oath.

(SEAL)



MONICA C KIRBY
My Commission CC447508
Expires Mar. 22, 1999
Bonded by HAI
800-422-1555

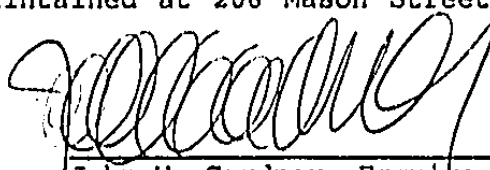

Monica C. Kirby
(Signature of person taking acknowledgement)

Monica C. Kirby
(Printed name of officer taking acknowledgement)

NOTARY PUBLIC
(Title or rank)

CC 447508
(Commission Number, if any)

THIS IS TO CERTIFY that I, JOHN W. GARDNER, ESQUIRE, do hereby accept the designation as Registered Agent for MY KIDS CLOSET, INC. Further, that the registered office of MY KIDS CLOSET, INC. shall be maintained at 206 Mason Street, Brandon, Florida 33511.

John W. Gardner, Esquire
As Registered Agent for
MY KIDS CLOSET, INC.

FILED
96 APR 15 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA