

June 3, 1996

P96000050089

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: KID'S COTTON WORLD CORP.

300001858463  
-06/11/96--01129--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check for \$ 78.75 filing fee and Certificate.

If you need additional information regarding this matter please feel free to contact me at your earliest convenience.

Thanking you in advance,

  
Leslie Florian-Chavez

P.O.Box 01-3444  
Miami, Florida 33101-3444

PH:(305) 694-9607

JUN 12 1996

BSB

FILED  
96 JUN 10 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION  
OF  
KID'S COTTON WORLD, CORP.**

**FILED**  
96 JUN 10 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes hereinafter set forth, hereby subscribe to this Certificate of Incorporation.

**ARTICLE I**

The name of the proposed corporation shall be:

**KID'S COTTON WORLD, CORP.**

**ARTICLE II**

The principal office of the corporation shall be located at the County of Dade, City of Miami, State of Florida, with an address of:

**840 East - 36th Street  
Miami, Florida 33013**

and a regular mailing address of:

**P.O. BOX # 01-3444  
Miami, Florida 33101-3444**

The Board of Directors may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may, from time to time, be authorized by the Board of Directors.

### **ARTICLE III**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is TWO HUNDRED with a per value of \$ 1.00 each.

### **ARTICLE IV**

The name and address of the initial registered agent are:

Aurora Goderich  
15606 S.W. 111TH Terrace  
Miami, Florida 33196

### **ARTICLE V**

The names and street address of the incorporators to these Articles of Incorporation are:

Leslie Florian-Chavez	President	840 East - 36th Street Miami, Florida 33013
Aurora F. Goderich	Vice-President	15606 S.W. 111Th Terrace Miami, Florida 33196

The general nature of the corporation's business and businesses to be transacted by this corporation shall be as follows:

- A. To do any and all business necessary under and according to the laws of the State of Florida.
- B. To manufacture, purchase , wholesale ,retail sale in wearing apparel and accessories for children, ladies and men's.
- C. To conduct business in, have one or more offices in and buy hold, mortgage, sell convey, lease or otherwise dispose of real and personal property including franchise, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.
- D.. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

- E. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.
- F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership including the right to vote such stock.
- G. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- H. The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members.
- I. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

The undersigned incorporators have executed these Articles of Incorporation this June 3, 1996.

  
\_\_\_\_\_  
Leslie Florian-Chavez  
President

  
\_\_\_\_\_  
Aurora F. Goderich  
Vice-President

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**  
96 JUN 10 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

**KID'S COTTON WORLD, CORP.**

2. The Name and address of the registered agent and office are:

**AURORA F. GODERICH  
15806 S.W. 111TH Terrace  
Miami, Florida 33196**

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.



**Aurora F. Goderich  
June 3, 1996**