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June 26, 1996

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OF COUNSEL:

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\*ADMITTED VA ONLY

Via Federal Express

Secretary of State  
Corporate Records Bureau  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Kid Stop Consignment, Inc.

Dear Sir/Madam:

Enclosed please find the following documents to be filed in connection with the incorporation of the above-referenced entity:

1. Articles of Incorporation; and
2. Certificate of Registered Agent

Please file the enclosed Articles, and return a certified copy of same in the envelope provided.

Thank you for your assistance in this matter, and please do not hesitate to contact us if you have any questions.

Very truly yours,

KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

  
Diana M. Payne  
Legal Assistant

DMP/me  
Enc.

FILED  
96 JUN 27 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

896A 00031985

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REGISTER JUN 27 1996

ARTICLES OF INCORPORATION  
OF  
KID STOP CONSIGNMENT, INC.

FILED  
96 JUN 27 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation is:

Kid Stop Consignment, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address is c/o Michael B. Chesal, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

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

## ARTICLE V

### CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock that the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

## ARTICLE VI

### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Michael B. Chesal. The street address of the corporation's initial registered office is 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Nicola S. McCullough  
c/o Michael B. Chesal, Esq.  
Kluger, Peretz, Kaplan & Berlin, P.A.  
1970 Miami Center  
201 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Nicola S. McCullough, c/o Michael B. Chesal, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

**ARTICLE IX**

**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X**

**INDEMNIFICATION**

The corporation shall indemnify, to the fullest extent permitted by law, the Incorporator and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of May, 1996.

By: \_\_\_\_\_

NICOLA S. McCULLOUGH

CERTIFICATE OF REGISTERED AGENT

OF

KID STOP CONSIGNMENT, INC.

FILED  
96 JUN 27 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

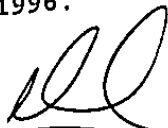
pursuant to section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That Kid Stop Consignment, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Michael B. Chesal, Esq. located at 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 26 day of June, 1996.



MICHAEL B. CHESAL