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FLORIDA PROFIT CORPORATION OR P.A.

NAME: SKADOODLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SKADODDLES, INC.**

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

ARTICLE ONE

The name of the corporation is Skadoddles, Inc. whose principal address is 3489 Palladian Circle, Deerfield Beach, Florida 33431.

ARTICLE TWO

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE THREE

The nature of the business to be transacted by this Corporation is to engage in retail sale of children's apparel and any business reasonably related thereto permitted under the laws of the State of Florida.

ARTICLE FOUR

Capital Stock. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock (having a par value of \$1.00 per share).

Prepared By: William D. Spruce, Esq.
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309
FL Bar No.: 967210
(954) 493-8338

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ARTICLE FIVE

The street address of the initial registered office of the corporation is, 1600 West Commercial Blvd., Fort Lauderdale, Florida 33309 and the name of its initial registered agent is William D. Spruce, Esq.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the names and addresses of each person who is to serve as a director is:

Kimberly L. Carroll
3489 Palladian Circle
Deerfield Beach, Florida 33431

ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or holder of ten percent (10%) of all outstanding shares.

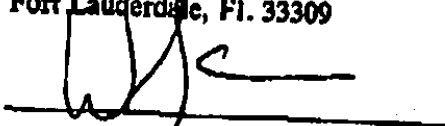
ARTICLE TEN

The stockholders shall have the right, by majority vote of all holders of outstanding shares, at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE ELEVEN

The name and address of the incorporator is:

William D. Spruce, Esq.
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309



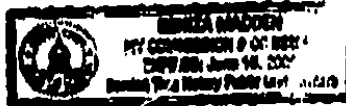
STATE OF FLORIDA
COUNTY OF BROWARD

Before me personally appeared William D. Spruce, Esq. to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 9 day of July, 1996.


NOTARY PUBLIC

My Commission Expires:



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**ADDENDUM TO ARTICLES OF INCORPORATION
FOR
SKADOODLES, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That SKADOODLES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Deerfield Beach, County of Broward, State of Florida has named William D. Spruce, Esq., 1600 West Commercial Blvd. Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

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

BY: _____

William D. Spruce
William D. Spruce, Esq.
Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

Before me personally appeared William D. Spruce, Esq. to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2 day of July, 1996.

[Signature]
NOTARY PUBLIC

My Commission Expires:



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TALLAHASSEE, FLORIDA

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