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**AUTHORIZATION :**

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ORDER DATE : July 24, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 029912

CUSTOMER NO: 146164A

100001903331

CUSTOMER: Bill Corley, Esq  
WILLIAM E. CORLEY, III, ESQ  
CALDWELL & PACETTI  
324 Royal Palm Way  
3rd Floor  
Palm Beach, FL 33480

FILED  
SECRETARY OF STATE  
DIVISION OF OPERATIONS  
95 JUL 24 PM 12:38

DOMESTIC FILING

NAME: KID 'N KABOODLE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
 \_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_  
XX \_\_\_\_\_  
CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

7/24/94

**ARTICLES OF INCORPORATION  
FOR  
KID 'N KABOODLE CORPORATION**

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DIVISION OF CORPORATIONS  
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The undersigned, acting as an incorporator of a corporation under Chapter 607 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE I. NAME**

The name of the corporation shall be: KID 'N KABOODLE CORPORATION. The address of principal office of the corporation shall be 324 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, and the mailing address of the corporation shall be: 324 Royal Palm Way, Suite 300, Palm Beach, Florida 33480.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED THOUSAND (100,000) shares of common stock having no par value.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issue.

#### ARTICLE IV. REGISTERED AGENT

The name and street address of the initial registered agent shall be:

Nicole J. Monsees, Esq.  
CALDWELL & PACETTI  
324 Royal Palm Way, Suite 300  
Palm Beach, Florida 33480

#### ARTICLE V. TERM OF EXISTENCE

The term of existence of this corporation is perpetual.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director, initially. The name and address of the initial director is:

Francesco Casini  
c/o Nicole J. Monsees, Esq.  
324 Royal Palm Way, Ste. 300  
Palm Beach, FL 33480

#### ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Francesco Casini, President  
c/o Nicole J. Monsees, Esq.  
324 Royal Palm Way, Ste. 300  
Palm Beach, FL 33480

ARTICLE VII. AMENDMENTS

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 the stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement expressing their desire that a certain change be made in these Articles of Incorporation.

ARTICLE IX. NAME OF INCORPORATOR

The name and address of the incorporator is:

Nicole J. Monsees, Esquire  
CALDWELL & PACETTI  
324 Royal Palm Way, Ste. 300  
Palm Beach, FL 33480

  
\_\_\_\_\_  
Nicole J. Monsees, Esquire

STATE OF FLORIDA            )  
  )  
COUNTY OF PALM BEACH    )

Sworn to and subscribed before me this 23<sup>rd</sup> day of July 1996, by Nicole J. Monsees,  
who ☒ is personally known to me or ☐ produced \_\_\_\_\_ as identification and who  
☐ did ~~not~~ did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



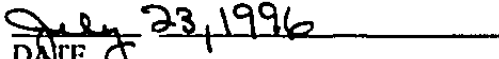
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections: that KID 'N KABOODLE CORPORATION, desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named Nicole J. Monsees, Attorney at Law, located at 324 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, 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 a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
NICOLE J. MONSEES, ESQUIRE  
REGISTERED AGENT

  
DATE

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