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2/26/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: DESIGNER KIDS, INC.

AUDIT NUMBER.....H97000003335

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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ARTICLES OF INCORPORATION

Article 1: Name of Corporation: DESIGNER KIDS, INC.
Address of Corporation: 1747 NE 163rd STREET, NORTH MIAMI BEACH,
FLORIDA 33162

Article 2: CAPITAL STOCK: The number of shares which the corporation has
authorized to be outstanding at any one time is 100.

PAR VALUE \$1.00 (Information about PAR VALUE is not required but
may be included)

Article 3: REGISTERED OFFICE: The street address of the initial registered office of
the corporation shall be: 100 SE 2nd STREET, SUITE 2620, MIAMI, FLORIDA
33131.

I am familiar with and hereby accept the duties, responsibilities as registered
agent for said corporation Carlos D. Lerman 2/25/97
Carlos D. Lerman, Esquire Date

Article 4. The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first
are additional directors)

MARILYN LERMAN, 100 SE 2nd STREET, SUITE 2620, MIAMI, FLORIDA
33131.

Article 5. The Name and address of the incorporator is:

CARLOS D. LERMAN, 100 SE 2nd STREET, SUITE 2620, MIAMI, FLORIDA
33131.

In witness whereof, I have subscribed my name Carlos D. Lerman
Signature of Incorporator

Prepared By:
Smoler, Lerman, Bente
& Whitebook, P.A.
2620 NationsBank Tower
100 SE 2nd Street
Miami, Florida 33131
Telephone (305) 539-0011

H97-3335

PREPARED BY:
BOB INDUSTRIES, INC.
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Miami, FL 33136
305-358-2571

TOTAL P.02