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A Partnership of Professional Associations

Bruce A. McDonald

March 10, 1997

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

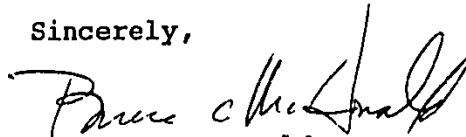
RE: Babies & Beyond of Northwest Florida, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation of Babies & Beyond of Northwest Florida, Inc. and Acceptance of Appointment of Registered Agent. Also, please find our check for \$122.50 to cover the filing fee for a profit corporation, and registered agent designation. Please send us back a certified copy of these Articles (copy enclosed) showing your receipt of same.

If you should have any problems or concerns, please do not hesitate to contact my office.

Sincerely,


Bruce A. McDonald

BAM/jbw
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BABIES & BEYOND OF NORTHWEST FLORIDA, INC.

The undersigned acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is Babies & Beyond of Northwest Florida, Inc.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of execution of these Articles.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States.

ARTICLE IV

PRINCIPAL OFFICE; MAILING ADDRESS

The principal office is located at 4801 E. Olive Rd., Suite I, Pensacola, Florida. The mailing address of the corporation is 4081 E. Olive Rd., Suite I, Pensacola, FL 32514.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of

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STATE
SECRETARY OF FLORIDA
TALLAHASSEE

. \$1.00, par value common stock.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 8801 Burning Tree Road, Pensacola, FL 32514, and the name of this corporation's initial registered agent is Thomas V. Mann.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2), whose names and addresses are:

Thomas V. Mann
4081 E. Olive Rd., Ste. I
Pensacola, FL 32514

Patricia Lynn Mann
4081 E. Olive Rd., Ste. I
Pensacola, FL 32514


ARTICLE IX

INCORPORATOR(S)

The name and address of the incorporator is Thomas V. Mann, at 8801 Burning Tree Rd., Pensacola, FL 32514.

IN WITNESS WHEREOF, the undersigned incorporator has

executed these Articles of Incorporation this 10th day of March,
1997.


THOMAS V. MANN, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, THOMAS V. MANN, hereby accept the appointment as Registered Agent for BABIES & BEYOND OF NORTHWEST FLORIDA, INC., 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 obligations of my position as Registered Agent as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 10th day of March, 1997.



THOMAS V. MANN

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TALLAHASSEE, FLORIDA