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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAB-T CORP. AGENTS, INC.
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NAME: W & M KIDS, CORP.

AUDIT NUMBER.....H97000004925

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

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
W & M KIDS, CORP.**

All the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State providing for the information, liabilities rights, privileges and immunities of a corporation for profit.

**ARTICLE I
NAME, ADDRESS AND AGENT**

The name of this corporation shall be: W & M KIDS, CORP. here and after referred to as the corporation Its principal office shall be located at: 7913 N.W. 7 COURT, Plantation, FL 33124. Its Registered agent shall be: LUCILA GIBBS.

**ARTICLE II
NATURE OF BUSINESS**

Section 1. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things herein after mentioned, as fully and to the same extent a natural persons might of could, viz.

A.- To carry on business in the United States of North America or any foreign Country or Countries, to buy, sell, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both in wholesale and retail, in goods and services of all types, both as principal, and/ or agent in any part of the world.

**ARTICLE III
CAPITAL STOCK**

The capital stock of the Corporation upon commencing business operation shall consist of ONE HUNDRED (100) shares of \$ 10.00 dollars per value for Incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration. Said shares of common stock to have \$ 10.00 as per value, all shares to be issued fully paid and non assessable, the capital stock of this corporation may be paid in lawful money of. the U.S.A. in property, labor of services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

Prepared by: Lucila Gibbs
7913 NW 7th Court
Plantation, FL 33124
(305)805-0610

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**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND DOLLARS (1000.00)

**ARTICLE V
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.-----

**ARTICLE VI
BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than (2) persons.

**ARTICLE VII
INITIAL DIRECTORS AND OFFICERS**

The name and address of the first Board of Director who are subject to the provisions of these articles of Incorporation, the By-laws and the act of the legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following.-----

NAME	ADDRESS	TITLE
LUCILA GIBBS	7913 N.W. 7 COURT Plantation, Fl. 33324	PRESIDENT
WILSON VIEIRA	7913 N.W. 7 COURT Plantation, Fl. 33324	VICE-PRESIDENT
MARCIA VIEIRA	7913 N.W. 7 COURT Plantation, Fl. 33324	SECRETARY

**ARTICLE VII
SUBSCRIBERS**


NAME	TITLE	SHARES
LUCILA GIBBS	PRESIDENT	-25%-
WILSON VIEIRA	VICE-PRESIDENT	-37.5%-
MARCIA VIEIRA	SECRETARY	-37.5%-

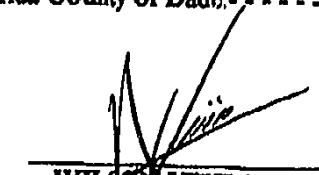
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**ARTICLE VIII
BY-LAWS**

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By-laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-laws may from time to time and whenever be necessary be amended by the Board of Directors of the Corporation

IN WITNESS WHEREOF, The undersigned have made and signed these Articles of incorporation at Miami, Florida County of Dade.


LUCILA GIBBS
President


WILSON VIEIRA
Vice-President

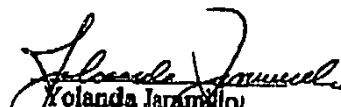

MARCIA VIEIRA
Secretary

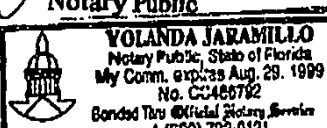
STATE OF FLORIDA)

COUNTY OF DADE) S.S

I, HEREBY CERTIFY that on this day, March 21, 1997, before me personally appeared the undersigned authority: Lucila Gibbs, Wilson Vieira, and Marcia Vieira, as President and Vice-President and Secretary, respectively, to me well known to be the persons and subscribers and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have here unto set my hand and official seal, at Miami, County of Dade, State of Florida.


Yolanda Jaramillo
Notary Public


YOLANDA JARAMILLO
Notary Public, State of Florida
My Comm. expires Aug. 29, 1999
No. CC485782
Bonded Thru Official Notary Service
1-(800) 723-0121

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

1.- The name of the corporation is:

W & M KIDS, CORP.

2.- The name and address of the registered agent and office is:

**LUCILA GIBBS
7913 N.W. 7 COURT
Plantation, Fl 33324**

Signature: _____

**LUCILA GIBBS
President**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE . I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

**LUCILA GIBBS
Registered Agent**