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FILED

Shirley L. Exelby
1630 / 22nd Street North
St. Petersburg, Florida 33713

97 MAY 12 AM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 5, 1997

State Of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/12/97-01164-009-9
****122.50 ****122.50

RE: New Corporation

Dear Sirs:

Please accept the enclosed articles of incorporation and the check for \$122.50. I need to incorporate within the State of Florida.

Any questions, feel free to call my accountant, Joy Perkins, at (813) 327-8285 between 8:30 a.m. and 4:30 p.m..

Very Truly Yours,

Shirley L. Exelby

enc.



QIN 5-16-97

CERTIFICATE OF INCORPORATION

OF

STROLLIN USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN ORDER to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations for profit, I the undersigned, hereby associate myself into a corporation for the purpose and with the powers hereinafter mentioned; and to that end I do, by this Certificate of Incorporation, set forth:

I.

The name of the proposed corporation shall be:

Strollin USA, Inc.

II.

The general nature of the business to be transacted by this corporation shall be as follows:

1. To acquire, hold, purchase, exchange, sell, convey, lease, mortgage, pledge, improve, alter, manage, develop and otherwise deal and trade in real and personal property of every kind and description.

2. To manufacture, make, assemble, build, process, develop, acquire, purchase, sell, hold, mortgage, pledge, exchange, assign, transfer, invest and deal in and with goods, machines, wares, merchandise, equipment and

personal property of every class and description; and to conduct and carry on any business in connection therewith and incidental thereto,

3. To acquire, hold, purchase, exchange, sell, convey, lease, mortgage, erect, construct, alter, manage, operate and improve and improve buildings and structures of all kinds and descriptions; and to operate, manage, lease, control, and conduct any and all business incidental thereto, and in connection therewith.

4. To purchase, sell, hold, assign, transfer, mortgage, pledge, hypothecate, or otherwise acquire or dispose of the shares of capital stock or bonds, securities or other evidences of indebtedness created by any person or corporation of this or any other state, country, nation or government, and while owner of said items, to exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do; and to exercise and have any and all powers, rights and privileges granted to and conferred upon corporations by and under the General Corporation Laws of the State of Florida.

III.

The total number of shares of stock which may be issued by the corporation shall be six hundred (600) shares of common stock, at \$1.00 par value per share.

IV.

The amount of capital with which the corporation will begin business shall be not less than six hundred

dollars (\$600.00).

V.

The corporation shall have perpetual existence.

VI.

The principal office of the corporation shall be located at 1630-22nd Street North, St. Petersburg, Florida 33713, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

VII.

The number of its Directors shall be one (1) as determined by the By-Laws to be amended only by special vote of the stockholders.

VIII.

The names and addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

Shirley L. Exelby 4925-38th Way South #106A
St. Petersburg, FL 33711

IX.

The names and post office addresses of each subscriber of the Certificate of Incorporation, and a statement of the number of shares of stock which each agrees to take, is:

Shirley L. Exelby 600 shares \$600.00
4925 - 38th Way South Apt. 106A
St. Petersburg, Florida 33713

X.

The Officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, a Vice-President, Secretary, and Treasurer, with as many Assistant Secretaries or Assistant Treasurers as the Board of Directors may appoint.

XI.

The Officers of the corporation until the first meeting of the Board of Directors shall be:

Shirley L. Exelby President
Shirley L. Exelby Vice President
Shirley L. Exelby Secretary, Treasurer
All of 4925-38th Way So. #106A, St. Petersburg, Florida 33713

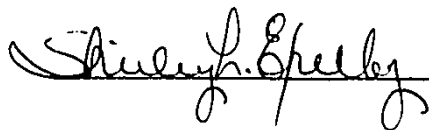
XII.

The first meeting of the Stockholders of this corporation shall be held on the fourth Friday of June, 1997 at St. Petersburg, Florida, Pinellas County, Florida, and shall be at once followed by the first meeting of the Board of Directors, which shall be held at the same place.

XIII.

This corporation shall commence existence on the date of subscription and acknowledgement of these Articles of Incorporation so long as said Articles of Incorporation are filed with the Department of State, State of Florida, within five (5) days after subscription exclusive of legal holidays, after subscription and acknowledgement thereof, and are subsequently approved by the Department of State, State of Florida, and all filing fees and taxes have been paid. Otherwise, the date of corporation's existence shall begin when the Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it, and all filing fees and taxes have been paid.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate of Incorporation in duplicate.

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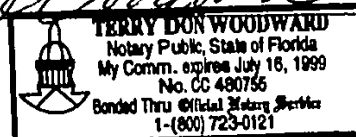
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STATE OF FLORIDA }
 } ss
COUNTY OF PINELLAS }

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned Notary Public for the State of Florida, personally appeared Shirley L. Exelby to me well known and known to me to be the person who signed the foregoing Certificate of Incorporation, who being by me first duly sworn deposed and acknowledged that she has read the foregoing instrument, knows the contents thereof, and that she executed the same freely and voluntarily for the uses and purposes therein expressed.

~~MAY~~ SWORN TO and SUBSCRIBED before me this the 1st day of ~~April~~, 1997, at St. Petersburg, Florida, Pinellas County, Florida.



My commission expires:

In compliance with Florida Statutes, Chapter 48.091; the foregoing corporation has named Shirley L. Exelby whose address is 1630 - 22nd Street North, St. Petersburg, Florida 33711, as its agent to accept service of process within this State

ACKNOWLEDGEMENT;

Having been named to accept service of process for the above 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 Shirley L. Exelby
Shirley L. Exelby, Resident
Agent