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LAW FIRM
THOMAS HOLDEN, P.A.
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(305) 827-9433
FAX: (305) 827-9519

June 10, 1997

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-06/12/97--01031--001
****122.50 ****122.50

Re: TURNIP-KIDS CORPORATION

Dear Sir:

Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation of TURNIP-KIDS CORPORATION.
2. Original and one copy of the Acceptance of Registered Agent.
3. Check made payable to your office in the amount of \$122.50 for the filing fee, certified copy and Registered Agent Designation in this corporation.

Please file this corporation and return a certified copy of the Articles to my office as soon as possible.

Thanking you in advance for your cooperation in this matter.

Sincerely yours,

Thomas Holden/jes

THOMAS HOLDEN
Attorney at Law

TH/jes
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 12:11

TH/jes

ARTICLES OF INCORPORATION

OF

TURNIP-KIDS CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 12:11

THE UNDERSIGNED subscriber to these Articles of Incorporation hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is **TURNIP-KIDS CORPORATION**.

ARTICLE II

This corporation shall have a perpetual existence.

ARTICLE III

The corporation is organized to engage in any business or purpose lawful under the Laws of the State of Florida.

ARTICLE IV

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

ARTICLE V

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI

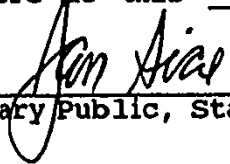
The initial post office address of the principal office of this corporation in the State of Florida is 7145 Miami Lakes Drive, #R-22, Miami Lakes, FL 33014 and the name of the initial registered agent shall be LILLIAN JENSEN located at 7145 Miami Lakes Drive, #R-22, Miami Lakes, FL 33014.

ACCEPTANCE OF REGISTERED AGENT

I, LILLIAN JENSEN, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.


LILLIAN JENSEN

SWORN TO and SUBSCRIBED before me this 9th day of June, 1997, at Dade County, Florida.


Notary Public, State of Florida

 Jan Sicre
Notary Public, State of Florida
My Comm. Expires Sep 07, 2000
No. CC582493
Bonded Thru: Official Notary Service
1-(800) 723-0121

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DIVISION OF CORPORATIONS
97 JUN 12 PM 12:11