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Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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BASIC AMENDMENT

BABY AB, INC.

Certificate of Status	0
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Page Count	08
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*Amended & Restated
Articles
5-12-99 DC*

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DIVISION OF CORPORATIONS

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NO. 913 D02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 1999

BABY AB, INC.
5840 SUNSET DRIVE
MIAMI, FL 33143

SUBJECT: BABY AB, INC.
REF: P97000056879

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

5-7-99
Effective date 5-2-99
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Darlene Connell
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 7, 1999

BABY AB, INC.
5840 SUNSET DRIVE
MIAMI, FL 33143

SUBJECT: BABY AB, INC.
REF: P97000056879

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The document is illegible and not acceptable for imaging.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000010978
Letter Number: 699A00025229

Division of Corporations - P.O. BOX 6827 -Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF BABY AB, INC.**

The undersigned, all of the Directors and Shareholders of Baby AB, Inc. (the "Corporation") pursuant to Sections 607.1005 and 607.1007 of the Florida Business Corporation Act, hereby adopt the following Amended and Restated Articles of Incorporation to govern the Corporation in place of the original Articles of Incorporation filed on the Corporations behalf on the 27th day of June, 1997:

FIRST: The name of the Corporation is Baby AB, Inc.

SECOND: The principal office address and mailing address of the Corporation is: 5840 Sunset Drive, Miami, Fl. 33143.

THIRD: The Corporation is authorized to issue 10,000 shares common stock, \$1.00 par value per share.

FOURTH: The street address and registered office of the Corporation shall be: 830 Cremona Ave, Cremona Ave. Coral Gables, Fl. 33146, and the registered agent at that address is: Joseph I. Zumpano Esq.

FIFTH: The Corporation is organized for the purposes of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SIXTH: The Corporation shall have two (2) new directors replacing the directors executing these Amended and Restated Articles of Incorporation. Such two (2) new directors shall be elected immediately following the filing of these Amended and Restated Articles of Incorporation, and the number of directors may be increased or decreased from time to time as provided by the Bylaws, but shall never be less than (1).

SEVENTH: The corporate existence of this Corporation dates back to the 27th Day of June 1997, but the Corporation shall have perpetual existence and shall be governed by these Amended and Restated Articles of Incorporation, and not the original Articles of Incorporation, from the date of the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, all of the shareholders and directors of the Corporation, have executed these Amended and Restated Articles of Incorporation this 2nd day of July, 1999.


Alex Abril, Director and Shareholder
Vice President/Secretary


Beatriz Reyes, Shareholder


Rafael Reyes Director and Shareholder
President/Treasurer

Prepared by: Joseph Zumpano
Fl Bar No. 0056091
201 S. Biscayne Blvd., 22nd Floor
Miami, FL 33131-4336
305-358-6500

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FILED
99 MAY - 7 PM 5:00
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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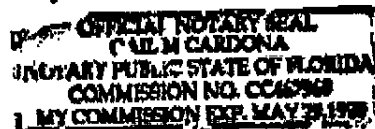
State of Florida)
) SS:
County of Miami-Dade)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Alex Abril, known to me and known by me to be the person, who as, Shareholder and Director of Baby AB, Inc., executed the foregoing Amended and Restated Articles of Incorporation of Baby AB, Inc., a Florida Corporation, and he acknowledged before me that he executed those Amended and Restated Articles of Incorporation. He is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6 day of May, 1999.


Notary Public

My Commission Expires:



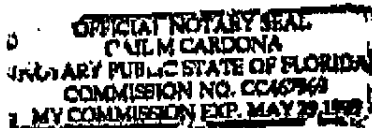
State of Florida)
) SS:
County of Miami-Dade)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Rafael Reyes, known to me and known by me to be the person, who as, Shareholder and Director of Baby AB, Inc., executed the foregoing Amended and Restated Articles of Incorporation of Baby AB, Inc., a Florida Corporation, and he acknowledged before me that he executed those Amended and Restated Articles of Incorporation. He is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6 day of May, 1999.


Notary Public

My Commission Expires:



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State of Florida)
) SS:
County of Miami-Dade)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Beatriz Reyes, known to me and known by me to be the person, who as, Shareholder of Baby AB, Inc., executed the foregoing Amended and Restated Articles of Incorporation of Baby AB, Inc., a Florida Corporation, and he acknowledged before me that he executed those Amended and Restated Articles of Incorporation. He is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6 day of May, 1999.


Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
C. M. L. M. CARDONA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0046769
MY COMMISSION EXP. MAY 25, 1999

INSTRUMENT PREPARED BY:

JOSEPH ZUMPANO, ESQ.
Fl. Bar No. 0056091
201 S. Biscayne Blvd.
22nd Floor
Miami, Florida 33131-4336

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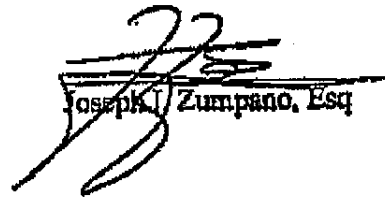
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**ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation and state that I am familiar with and accept the obligations under Section 607.0505 of the Florida Business Corporation Act.


Joseph J. Zumpano, Esq

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CERTIFICATE

Baby AB, Inc. (the "Corporation"), through the action of the undersigned, all of the shareholders and directors of the Corporation, hereby certifies the following:

- A. The name of the corporation is Baby AB, Inc.
- B. The Amended and Restated Articles of Incorporation of Baby AB, Inc. contain the amendments to the Corporation's Articles of Incorporation. Such amendments, were approved and adopted unanimously both joint resolution of the Shareholders and Directors of the Corporation on May 2nd, 1999.
- C. The text of each Amendment to the Corporation's Articles of Incorporation are presented under Articles II, III, IV, V, VI, and VII in the attached Amended and Restated Articles of Incorporation of Baby AB, Inc.
- D. Shareholder and Directors actions were required to the approve the attached Amended and Restated Articles of Incorporation of Baby AB, Inc. and because all Shareholders and Directors provided unanimous approval for the adoption of such Amended and Restated Articles of Incorporation of Baby AB, Inc. all required actions were met.
- E. The aforementioned Amended and Restated Articles of Incorporation of Baby AB, Inc. are effective upon their filing with the Florida Secretary of State.

The undersigned, for purposes of certifying the information in the Amended and Restated Articles of Incorporation of Baby AB, Inc. and for purposes of meeting the requirement under Section 607.1007(4) of the Florida Business Corporation Act, do hereby make and file this certification declaring and certifying that the facts stated herein are true.


Alex Abril, Director and Shareholder
Rafael Reyes Director and Shareholder
Beatriz Reyes, Shareholder

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**UNANIMOUS WRITTEN CONSENT
OF DIRECTORS AND SHAREHOLDERS OF BABY AB, INC.**

The undersigned, being all of the directors and all of the shareholders of Baby AB, Inc. (the "Corporation"), acting pursuant to Sections 607.704 and 607.0821 of the Florida Business Corporation Act, do hereby adopt this Written Consent in lieu of a formal meeting, and consent to and approve and adopt the following preambles and resolutions:

WHEREAS, the Corporation was formed by the filing of the Articles of Incorporation of the Corporation on the 27th day of June, 1997 in the office of the Secretary of State in Tallahassee, Florida, and is, at this time, active and in good standing;

WHEREAS, due to the fact that the officers and directors of the Corporation have been in day to day contact with each other, no formal minutes have been taken recording the election of officers and directors and other important actions since, the filing of such Articles of Incorporation which named the original officers and original directors of the Corporation; and

WHEREAS, it is in the best interests of the Corporation and all concerned that the corporate minute be brought current, in order to document, memorialize, and ratify important actions taken by the directors, officers, and shareholders of the Corporation from the 27th day of June, 1997 to the present time.

RESOLVED, that the following acts be and they hereby are ratified and confirmed:

I. SHAREHOLDER STATUS CLARIFICATION

A. Identification of Shareholders. The following individuals are, and have always been, the shareholders of the corporation from the time of the filing of the Articles of Incorporation of the Corporation, and have held, without any transfer to any third party whatsoever, the respective number of shares listed alongside their respective names below, since such filing:

<u>Name</u>	<u>Shares</u>
Alex Abril	330 shares
Rafael Reyes and Beatriz Reyes	670 shares, held jointly as a married couple

B. Issuance of Shares. That although the above referenced shareholders never physically received their shares, the appropriate officers of the Corporation are hereby authorized to physically

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issue the respective amount of shares immediately referenced above to the applicable shareholders and to accurately memorialize the issuance of such shares as of June 27th, 1997.

II. DIRECTORS

Having been elected at the applicable, and the most recent, annual meetings of the shareholders, the following individuals have continuously been since June 27th 1997, and currently constitute, all of the directors of the Corporation:

Alex Abril
Rafael Reyes

III. OFFICERS

Having been elected at the applicable, and the most recent, annual meetings of the directors, the following individuals have continuously occupied since June 27th 1997, and currently occupy, the offices of the Corporation listed next to their respective names below:

<u>Name</u>	<u>Office</u>
Rafael Reyes	President/Treasurer
Alex Abril	Vice President/Secretary

IV. REGISTERED AGENT

Alex Abril, has been since June 27th 1997, and currently is the Registered Agent of the Corporation for the service of process upon the Corporation within the State of Florida, and the registered office of the Corporation is: 5840 Sunset Drive, Miami, Florida 33143

V. AMENDED AND RESTATED ARTICLES OF INCORPORATION

That the Amended and Restated Articles of Incorporation attached hereto as Exhibit A, are hereby adopted and the appropriate officers of the Corporation are hereby authorized to file same on May 2nd, 1999.

V. SALE OF CORPORATION

That the above referenced shareholders of the Corporation are hereby authorized to sell of the issued and outstanding shares of the Corporation to Ysset Canto and Grace Zumpano-Canto, at any point in time after the

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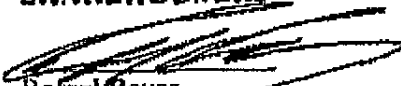
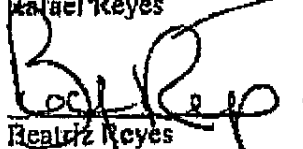
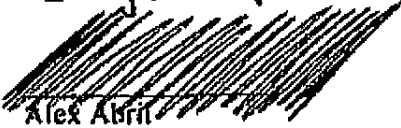
filing of the Amended and Restated Articles of Incorporation; and that such sale shall be made pursuant to the terms of the certain Stock Purchase Agreement to be entered into by and among the above shareholders, Ysset Canto, and Grace Zumpano-Canto.

VI. RATIFICATION OF ALL PRIOR CORPORATE ACTIONS

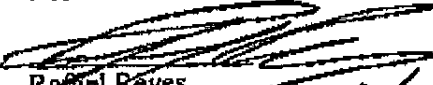

All corporate acts of the officers, shareholders, and directors of the Corporation, taken on behalf of the Corporation, from June 27th, 1997 to the present time, are hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the 2nd day of May, 1999:

SHAREHOLDERS


Rafael Reyes

Beatriz Reyes

Alex Abril

DIRECTORS


Rafael Reyes

Alex Abril

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