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DANIEL S. BRIM

ATTORNEY AT LAW

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June 24, 1997

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

200002224582--1  
-06/27/97--01028--008  
\*\*\*122.50 \*\*\*122.50

Re: Amelia Baby Carriages, Inc.  
Articles of Incorporation

Dear Sir:

In connection with the captioned incorporation, I am enclosing a check in the amount of \$122.50 along with the original Articles and a copy thereof. Please return a certified copy of these Articles at your earliest convenience.

Thank you for your assistance in this matter.

Yours truly,



Daniel S. Brim

DSB:sak  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 27 PM 3:50

6-27-97  
125

**ARTICLES OF INCORPORATION  
OF  
AMELIA BABY CARRIAGES, INC.  
A Florida Corporation**

FILED STATE  
SECRETARY OF CORPORATIONS  
97 JUN 27 PM 3:50

**ARTICLE I.**

The name of this corporation is AMELIA BABY CARRIAGES, INC., a Florida corporation.

**ARTICLE II.**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, or in any other state in which this corporation may be qualified to do business.

**ARTICLE III.**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to (1) natural persons, (2) estates, or (3) a trust as described in the 26 United States Code Section 1371 defining a "small business corporation". Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

**ARTICLE IV.**

The duration of the corporation is perpetual.

**ARTICLE V.**

The Registered Agent and the street address of the initial Registered Agent shall be:

MARY P. DUFFY  
POST OFFICE BOX 1334  
2028 ALACHUA STREET  
FERNANDINA BEACH, FL 32035-1334

The Registered and Principal Office of this corporation in the State of Florida shall be:

2028 ALACHUA STREET  
FERNANDINA BEACH, FL 32034

The mailing address of the corporation is:

POST OFFICE BOX 1334  
FERNANDINA BEACH, FL 32035-1334

**ARTICLE VI.**

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII.**

The name and address of the initial directors of this corporation are:

MARY P. DUFFY  
POST OFFICE BOX 1334  
2028 ALACHUA STREET  
FERNANDINA BEACH, FL 32035-1334

THOMAS E. DUFFY  
POST OFFICE BOX 1334  
2828 ALACHUA STREET  
FERNANDINA BEACH, FL 32035-1334

**ARTICLE VIII.**


The name and address of the person signing these Articles of Incorporation as the Incorporator is:

MARY P. DUFFY  
POST OFFICE BOX 1334  
2328 ALACHUA STREET  
FERNANDINA BEACH, FL 32035-1334

**ARTICLE IX.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

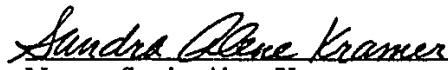
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, on this 24th day of June, 1997.

  
MARY P. DUFFY  
Incorporator

STATE OF FLORIDA

COUNTY OF NASSAU

Sworn to and subscribed before me this 24th day of June, 1997, by MARY P. DUFFY, who is personally known to me or who has produced a driver's license as identification.

  
Notary: Sandra Alene Kramer  
State of Florida; My Commission  
Expires: 09/14/00



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE  
PURSUANT TO THE PROVISIONS OF SECTION 607.0501  
OR 617.0501, FLORIDA STATUTES, THE UNDER-SIGNED  
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 AMELIA BABY CARRIAGES, INC.,  
a Florida corporation.

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

MARY P. DUFFY  
2028 ALACHUA STREET  
FERNANDINA BEACH, FL 32034

The postal address of the registered agent is:

POST OFFICE BOX 1334  
FERNANDINA BEACH, FL 32035-1334

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 proper and complete performance  
of my duties, and I am familiar with and accept the obligations of my position as registered  
agent.

EXECUTED this 24th day of June, 1997.

  
MARY P. DUFFY  
REGISTERED AGENT

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