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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 18 AM 10:13

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

K & M KIDS, INC.

SUBJECT: _____
Proposed Corporate Name

100002271361--3
-08/19/97--01063--003
*****78.75 *****78.75

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check of \$ 78.75 for filing fee and certificate.

FROM:

Martti Kalkas

Name

15419 SW 54th Street

Address

Miami, FL 33185

City, State, Zip

(305) 577-9716

Area Code and Phone Number (Daytime)

RP
8-19-97

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ARTICLES OF INCORPORATION OF

K & M KIDS, INC.

(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

K & M KIDS, INC.

with the principal place of business located at:

18200 NW 27th Ave.
Miami, Florida 33056

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock with no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE

The street address of the Registered Office of this corporation is:

15419 SW 54 Street
Miami, Florida 33185

The name of the Initial Registered Agent of this corporation is:

Martti Kalkas

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are:

Katia Yachmann, President.

ARTICLE VI - INCORPORATORS

The name of and address of the person signing this article is:

Katia Yachmann
18200 NW 27th Ave.
Miami, Florida 33056

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.


ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 12th day of August, 1997.



Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That the K & M KIDS, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed

Martti Kalkas
15419 SW 54 Street
Miami, Florida 33185

as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of the

K & M KIDS, INC.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 12 day of August, 1997.



Registered Agent

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