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ACCOUNT NO. : 072100000032

REFERENCE : 507147 105581A

AUTHORIZATION :

*Patricia Pizante*

COST LIMIT : \$ 70<sup>1</sup>/22.50

ORDER DATE : August 25, 1997

ORDER TIME : 9:13 AM

ORDER NO. : 507147-005

CUSTOMER NO: 105581A

CUSTOMER: Len Aronoff, Esq  
LEN ARONOFF, ESQ

900002275489--0

1801 Lee Road, Suite 301

Winter Park, FL 32789

DOMESTIC FILING

NAME: VEITIA DIRECT MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
97 AUG 25 AM 10:27  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG 25 AM 9:50

6

SN AUG 25 1997

**ARTICLES OF INCORPORATION**  
**of**  
**VEITIA DIRECT MARKETING, INC.**

**FILED**  
97 AUG 25 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as Incorporator of a corporation under the Florida General Corporation Act , adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is Veitia Direct Marketing, Inc.

The mailing address of the corporation is :

5051 Jamaica Circle  
Orlando, Florida 32808

**ARTICLE II - TERM OF EXISTENCE**

The period of duration of the corporation is perpetual

**ARTICLE III - NATURE OF BUSINESS**

The general purpose for which the corporation is organized is to engage in general and related business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United State, or by the foreign country. Additionally, to engage in any business or occupation that is lawful in the State of Florida and the United States.

#### **ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 100 shares of stock, with a par value of \$1.00 per share. All 100 shares shall be issued upon incorporation.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

**LEN ARONOFF, ESQUIRE**  
1947 Lee Road  
Winter Park, Florida 32789

Initial Principal Office:

5051 Jamaica Circle  
Orlando, Florida 32808

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director is:

Roberto E. Veitia  
5051 Jamaica Circle  
Orlando, Florida 32808

#### **ARTICLE VII - INCORPORATOR (S)**

The name and address of the incorporator (s) signing these Articles of Incorporation are:

Roberto E. Veitia  
5051 Jamaica Circle  
Orlando, Florida 32808

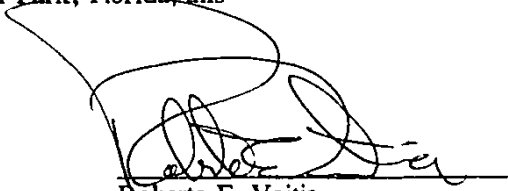
**ARTICLE VIII - INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE IX - AMENDMENT OF THE ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED by the undersigned at Winter Park, Florida, this  
\_\_\_\_ day of August, 1997.

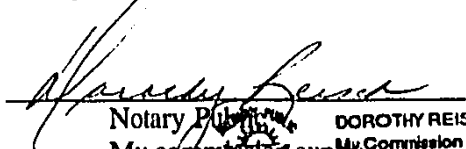
  
Roberto E. Veitia

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared Roberto E. Veitia, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 18 day of August, 1997.

  
Notary Public  
My commission expires

DOROTHY REISCH  
My Commission CC359982  
Expires Apr. 10, 1998  
Bonded by HAI  
800-422-1555



**ACCEPTANCE BY REGISTERED AGENT**

I, LEN ARONOFF, ESQUIRE, agree to accept the designation of Registered Agent for Baby Shoes, Inc. and as such Registered Agent, I agree to accept Service of Process and to comply with all other requirements of Florida Statute, Chapter 607 which apply to my capacity as Registered Agent.

DATED this 18<sup>th</sup> day of August, 1997.

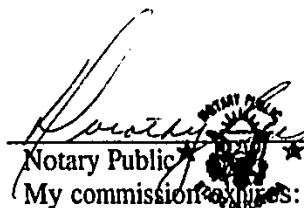

  
LEN ARONOFF, ESQUIRE

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared Len Aronoff, Esquire, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 18 day of August, 1997.

  
Notary Public  
My commission expires:  DOROTHY REISCH  
My Commission CC350982  
Expires Apr. 19, 1998  
Bonded by HAI  
800-422-1555

**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF  
FLORIDA, AND NAMING THE REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Statutes 48.091 and 607.034 of the Florida

Statutes, the following is submitted:

1. Veitia Direct Marketing, Inc., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Orlando, State of Florida, has named LEN ARONOFF, ESQUIRE, located at 1947 Lee Road, City of Winter Park, State of Florida, as its Registered Agent to accept service of process within the State of Florida.

DATED this 18<sup>th</sup> day of August, 1997.

VEITIA DIRECT MARKETING, INC.

By: 

ROBERTO E. VEITIA

Having been named to accept service of process for the above named corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 18<sup>th</sup> day of August, 1997.

  
LEN ARONOFF, ESQ.

FILED  
97 AUG 25 AM 10:27  
STATE  
TALLAHASSEE, FLORIDA