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Date: OCTOBER 23, 1997

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

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-10/24/97--01069--017
*****70.00 *****70.00

Re: KIDS DESIGNS R US, INC.

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF
INCORPORATION TOGETHER WITH A COPY OF SAID ARTICLES FOR

KIDS DESIGNS R US, INC.

FILING FEE	\$ 35.00
REGISTERED AGENT	\$ 35.00
	<hr/>
	\$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 PM 2:27

RESPECTFULLY SUBMITTED,
CINDY HIMMEL
JANET KASSEL

RP
10-27-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 24 PM 2:27

CERTIFICATE OF INCORPORATION
of

KIDS DESIGNS R US, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

This name of this corporation shall be:

KIDS DESIGNS R US, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500)** shares of common stock having a par value of **ONE (\$1.00) DOLLAR PER SHARE.**

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than **FIVE HUNDRED (\$500.00) DOLLARS.**

ARTICLE V

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

**5161 NORTHWEST 99 LANE
CORAL SPRINGS, FLORIDA 33076**

The number of Directors of this corporation shall be at least one (1) and no more than than five (5).

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

ARTICLE IX

CINDY HIMMEL 5161 NORTHWEST 99 LANE, CORAL SPRINGS, FL 33076
JANET KASSEL 5162 NORTHWEST 99 LANE, CORAL SPRINGS, FL 33076

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

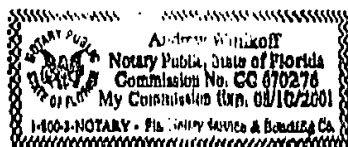
Guillermo (SEAL)
Randy Jimenez (SEAL)

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared **CINDY HIMMEL & JANET KASSEL** to me known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 23 day of October, 1997.

Andrew Whitteff
NOTARY PUBLIC,
STATE OF FLORIDA



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT, UPON WHOM
PROCESS MAY BE SERVED.**

KIDS DESIGNS R US, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

FIRST: That **KIDS DESIGNS R US, INC.** desiring to organize under the
laws of the State of Florida with its principal offices as indicated in the Articles of
Incorporation, in the City of **CORAL SPRINGS** County of **BROWARD**, State of
Florida has named **CINDY HIMMEL**, located at **5161 NORTHWEST 99 LANE**,
CORAL SPRINGS, FLORIDA, as its agent to accept services of process within this
State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above stated corporation,
at the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said ACT relative to keeping open said office.

BY: Cindy Himmel
Residing Agent

FILED
CLERK OF DISTRICT COURT
97 OCT 24 PM 2:28