

P 980000 39434

ACCREDITED FINANCIAL ACCOUNTING, INC.
2430 Shadowlawn Drive
Suite Seven
Naples, Florida 33962
941-775-8588

300002505343-7
-04/29/98-01065-017
*****70.00 *****70.00

April 27, 1998

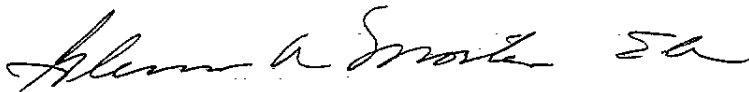
Secretary of State
Div. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Rock-A-By Shop, Inc.

Enclosed please find the Articles of Incorporation for Rock-A-By Shop, Inc.

A check for \$70.00 is enclosed. Please return to us the charter number for the corporation. We do not require a certified copy.

Sincerely yours,



Glenn A. Morton, E.A.

FILED
98 APR 29 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY MAY 1 1998

ARTICLE OF INCORPORATION

OF

ROCK-A-BY SHOP, INC.

The undersigned subscriber to the Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

Rock-A-By Shop, Inc.

955 Fifth Ave S.

Naples, Fl. 34102

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98 APR 29 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and/or all lawful business under the General Corporation act of the Florida statutes.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 500 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof at the price at which it is offered to others.

ARTICLE V

DURATION

This corporation is to exist perpetually.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 955 Fifth Ave South, Naples, FL 34102 and the name of the initial registered agent of this corporation at that address is Virginia J. Johnson. I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Signed:


Virginia J. Johnson

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may never be less than one. The name and address of the initial director of this corporation are as follows:

NAME	ADDRESS
Virginia J. Johnson	955 Fifth Ave. S. Naples, FL 34102

ARTICLE VIII
INCORPORATOR

The name and address of the person subscribing these articles is:

NAME	ADDRESS
Virginia J. Johnson	955 Fifth Ave S. Naples, FL 34102

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE XI

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of subscription and acknowledgment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles on the 27th day of April, 1998.

Virginia J. Johnson
Virginia J. Johnson

FILED
98 APR 29 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27th day of April, 1998 by Virginia J. Johnson.

E. Frances Morton
Notary Public
State of Florida at Large

 E. FRANCES MORTON
State of Florida
My Comm. Exp. June 3, 1998
Comm. # CC 382668

PERSONALLY KNOWN BY ME
 PRODUCED I.D.