

Charter Number Only

198000052286

Requestor's Name

Address

City

State

ZIP

Phone

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

700002556267--2
-06/11/98--01011--006
****122.50 ****122.50

CORPORATION(S) NAME

Baby's Place, Inc.

FILED
98 JUN 11 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reservation	<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Will Wait	<input type="checkbox"/> Walk In	<input type="checkbox"/> Mail Out
<input type="checkbox"/> Pick Up	<input type="checkbox"/> Call If Problem	

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

cert. copy

RECEIVED
98 JUN 11 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BABY'S PLACE, INC.

FILED
98 JUN 11 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, have executed the following document for the purpose of forming above named corporation under the laws of the State of Florida, and as incorporator, hereby adopts the following Articles of Incorporation.

ARTICLE I- NAME

BABY'S PLACE, INC.

**2766 DAVIE BLVD.
FORT LAUDERDALE, FL 33312**

ARTICLE II- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of purchasing and selling all name brands and types of baby's clothing, diapers, bottles, blankets, strollers, high-chairs, car seats, beds, toys, etc. and young children's clothing, toys, music tapes, etc. to the public and private sector and to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended including but not limited to the general work and association with baby's and children's clothing.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial register office of this corporation is:
2766 Davie Blvd. Fort Lauderdale, FL 33312

and the name of the initial registered agent of this corporation at that address is:
RAFAEL SANTOS

ARTICLE VII- INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have four directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five.

RAFAEL SANTOS	4921 NW 56 COURT TAMARAC, FL 33319
PAUL OJEDA	5606 NW 48 TERRACE TAMARAC FL 33319
LIEN SANTOS	4921 NW 56 COURT TAMARAC FL 33319
OLGA OJEDA	5606 NW 48 TERRACE TAMARAC FL 33319

ARTICLE VIII- A - INCORPORATOR

The name and address of the Incorporator shall be:
RAFAEL SANTOS

2766 DAVIE BLVD FORT LAUDERDALE, FL 33312

ARTICLE VIII - INDEMNIFICATION

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 10th day of June 1998.


Incorporator/President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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.

First that BABY'S PLACE, INC. desiring to organize under the
(Name Of Corporation)

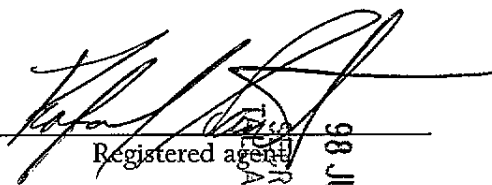
laws of the State of FLORIDA with its principal office, as indicated in the articles of
(Florida)

incorporation has named RAFAEL SANTOS located at FORT LAUDERDALE County of
(Name of Registered Agent) (City)

BROWARD State of Florida, as its agent to accept service of process within this state.
(Country)

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.

SIGNATURE



Registered agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 11 AM 11:11

FILED