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LAZARUS CORPORATE FILING SERVICE, INC.  
(Requestor's Name)

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3320 S.W. 87th AVENUE  
(Address)

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MIAMI, FLORIDA (305)552-5973  
(City, State, Zip) (Phone #)

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LOCAL REPRESENTATIVE TALLAHASSEE

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. FALLETTI KIDS CORP  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in     Pick up time 2.00     Certified Copy

Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-10/02/98--01035--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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Examiner's Initials

September 30, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee

Gentlemen or Lady:

Please register and return the attached article of  
incorporation for FALLETTI KIDS CORP.  
A check is enclosed.

Sincerely;

*X JEANNINE H. GASLONDE*

JEANNINE H. GASLONDE  
Incorporator

Reply to: Jeannine H. Gaslonde  
9601 S.W. 142 Ave. Bldg. 4 # 419  
Miami, Fl. 33186  
(305) 386-9875

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION  
OF

FALLETTI KIDS CORP.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, right, privileges and immunities of a profit corporation.

ARTICLE I - NAME

The name of the corporation shall be:

FALLETTI KIDS CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9601 S.W. 142 Ave. Bldg 4 # 419  
Miami, Fl. 33186

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 200 shares of One Dollar (\$ 1.00) par value common stock

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jeannine H. Gaslonde  
9601 S.W. 142 Ave. Bldg. 4 # 419  
Miami, Fl. 33186

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have three 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:

Jeannine H. Gaslonde  
President

Marcia Falletti de Vieira  
Secretary

Wilson W. Vieira Goncalves  
Treasurer

Article VIII - INCORPORATOR

The name and street of the incorporator to these article is:

Jeannine H. Gaslonde  
9601 S.W. 142 Ave. Bldg 4 # 419  
Miami, Fl. 33186

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 30th. day of September 1998

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared: Jeannine H. Gaslonde to me and known by me to be the person who executed the foregoing articles of incorporation, and \_\_\_\_\_ acknowledged before me that \_\_\_\_\_ executed the same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 30th. day of September, 1998

Notary Seal.

\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

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

WITNESSED;

That FALLETTI KIDS CORP. is desiring to organize under the laws of the state of Florida has appointed Jeannine H. Gaslonde of 9601 S.W. 142 Ave. Bldg 4 # 419 Miami, Fl. 33186 as its registered agent to accept service of process within the state.

X JEANNINE H. GASLONDE.  
TITLE PRESIDENT  
DATE 09/30/98

ACKNOWLEDGMENT;

Having been named by the first Board of Directors of FALLETTI KIDS CORP. accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the applicable provisions of the Statutes, this 30th. day of September, 1998.

X JEANNINE H. GASLONDE  
Jeannine H. Gaslonde  
Register Agent

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TALLAHASSEE FLORIDA  
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