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GLENN & BLENNER

ATTORNEYS AND COUNSELORS AT LAW

*BARRY M. GLENN
*WALTER W. BLENNER

* Also admitted in Colorado

FILED
98 DEC -4 PM 2:05
2708 Alternate 19 N., Suite 701
Palm Harbor, FL 34683
(813) 786-5866
FAX (813) 784-3263
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
REPLY TO PALM HARBOR

December 2, 1998

Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

900002702829--0
-12/04/98--01022--005
*****70.00 *****70.00

Re: Incorporation of Baby Bear Boutique, Inc.

Dear Sir/Madam:

Enclosed please find an original Articles of Incorporation and a copy, together with a check for \$70.00 to incorporate the above-referenced company in the State of Florida.

Please process this matter at your earliest convenience and mail the copy of the Articles back with the certificate of incorporation to the Palm Harbor address on the letterhead.

If you have any questions, please do not hesitate to call.

Very truly yours,

GLENN & BLENNER

Walter W. Blenner

Walter W. Blenner

WWB:wm

Enclosures

Dictated by Mr. Blenner
and signed in his absence
to avoid delay in mailing.

P. Hall
DEC - 8 1998
(7)

ARTICLES OF INCORPORATION
OF
BABY BEAR BOUTIQUE, INC.

FILED
98 DEC -4 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby form(s) a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is BABY BEAR BOUTIQUE, INC.

ARTICLE II - NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do.

1. To own, operate, manage, provide and otherwise be involved in all aspects of the marketing and retail sales of designer children's apparel, gifts and accessories, and any and all other lawful business as may be conducted in the State of Florida.

2. To take, buy, purchase, sell, exchange, hire, lease, or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, and to hold, own, control, manage, and develop same.

3. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business Corporation and in particular land, leaseholds, shares

of stock, mortgages, bonds and other securities.

4. To erect, construct, maintain, improve, rebuild, alter, manage and control, either directly or through ownership of stock in any Corporation, any and all kinds of buildings, dwellings, stores, offices or other structures or erections.

5. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels real or other property of the company, real and personal.

6. To issue debentures, bonds or other evidences of indebtedness secured by mortgages upon property of this company or otherwise, and to sell the same; borrow money, make and issue its promissory notes, bonds or other evidence of indebtedness, whether secured by mortgage, pledge or otherwise.

7. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any Corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds and other obligations.

8. To carry on any business whatsoever which the Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of the Corporation or to enhance the value of its property.

9. To purchase, hold, sell, and issue the shares of its own capital stock.

10. To conduct its business in the State of Florida, in other states, in the District of

Columbia, in the territories and colonies of the United States and foreign countries and to exercise all the powers conferred by the laws of the State of Florida upon Corporations formed under the Act pursuant to and under which this Corporation is formed.

11. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

12. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article, or any other Articles, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that is authorized to be issued is 7,000 shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE IV - DURATION OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE V - ADDRESS

The street address of the initial principle office of the Corporation in the State of Florida shall be 31818 U.S. Hwy 19 North, Palm Harbor, Florida 34684. The registered agent shall be WALTER W. BLENNER, ESQ., whose address is 2708 Alt. 19 North, Suite 701, Palm Harbor, FL 34683. The

Corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, and territories and colonies of the Unites States and in foreign countries, as the directors may designate.

ARTICLE VI - DIRECTORS

The management and control of this Corporation shall be vested in a Board of Directors of not less than one (1) Director. Attendance by two-thirds of the directors at any meeting shall constitute a quorum. A majority of those directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the shareholders of the Corporation. The names and street addresses of the members of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

<i>NAME</i>	<i>ADDRESS</i>
Cathy Robinson	31818 U.S. Hwy 19 North Palm Harbor, Florida 34684

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a President and a Secretary/Treasurer, and shall be chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers or committees which may seem expedient to the Board. The officers who are to hold offices for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

<i>NAME</i>	<i>ADDRESS</i>
Cathy Robinson	31818 U.S. Hwy 19 North Palm Harbor, Florida 34684

ARTICLE VIII - SUBSCRIBERS

The names and street addresses of the subscribers of this Corporation are as follows:

<i>NAME</i>	<i>ADDRESS</i>
Cathy Robinson	31818 U.S. Hwy 19 North Palm Harbor, Florida 34684

ARTICLE IX - SEAL

The seal of the Corporation shall be a circular impression with the name "BABY BEAR BOUTIQUE, INC." around the border and "Florida Seal, 1998" in the center.

IN WITNESS WHEREOF, the undersigned, as the incorporator of the above-named Corporation, does hereby subscribe my name and acknowledge the execution of the same on this 1st day of December, 1998.



 CATHY ROBINSON, Incorporator

STATE OF FLORIDA)

COUNT OF PINELLAS)

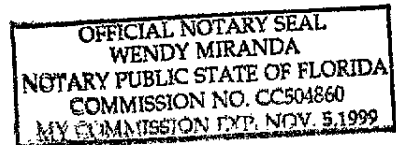
BEFORE ME, personally appeared CATHY ROBINSON to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation for "BABY BEAR BOUTIQUE, INC." and who acknowledged to and before me that she executed said

instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 1st day of December, 1998, in the aforesaid
County and State.

Wendy Miranda
Notary Public

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles, I do hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: W.W. Blum

FILED
98 DEC -4 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA