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LAW OFFICES
REISMAN & ABRAHAM
A PROFESSIONAL ASSOCIATION
SUITE 205

JEROME S. REISMAN
DAVID B. ABRAHAM

2511 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

TELEPHONE
(305) 445-6300
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(305) 445-1021

December 10, 1998

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

800002711278--0
-12/14/98--01050--015
*****122.50 *****78.75

Re: All About Maternity, Inc.

Gentlemen:

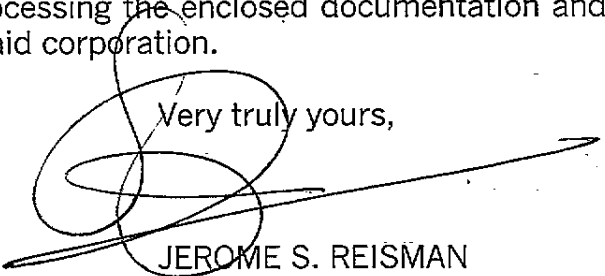
Enclosed are an original and one copy of the Articles of Incorporation for the above named corporation, together with a check in the sum of \$122.50 to cover the following charges:

Filing Fee..... \$ 35.00
Registered.....35.00
Certified Copy.....52.50

Total: \$ 122.50

I would appreciate your processing the enclosed documentation and issuing a Certificate of Incorporation on said corporation.


Very truly yours,



JEROME S. REISMAN

JSR:ha

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 24 AM 9:38





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1998

REISMAN & ABRAHAM
2511 PONCE DE LEON BLVD., SUITE 205
CORAL GABLES, FL 33134

SUBJECT: ALL ABOUT MATERNITY, INC.
Ref. Number: W98000028249

We have received your document for ALL ABOUT MATERNITY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 398A00059402

ARTICLES OF INCORPORATION

OF

ALL ABOUT MATERNITY, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

ALL ABOUT MATERNITY, INC.

The business of the corporation shall be carried on in Miami, Dade County Florida, and at such other place or places countries as may from time to time be authorized by the Board of Directors. Its principal office shall be 2511 Ponce de Leon Blvd., Suite 205, Coral Gables, FL 33134.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be as follows:

(a) To engage in retail business, purchase, sell, inventory of goods and merchandise and all other aspects of retail sales.

(b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including chooses in action, either as owner, broker, agent or factor. To engage in any lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations.

(c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

(d) Any stock issued by this corporation may qualify under S1244 of the Internal Revenue Code of 1954, and as same may be amended.

(e) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers.

(f) The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The corporation shall begin business at least such minimum amount of capital as required by the applicable Florida Statutes, and shall have perpetual existence.

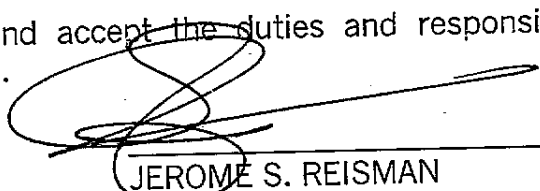
ARTICLE IV

The corporation is authorized to issue 5000 shares of \$1.00 Par Value common stock.

ARTICLE V

The street address of the registered office of this corporation is, 2511 Ponce de Leon Blvd., Suite 205, Coral Gables, FL 33134, and the registered agent of this corporation at that address is JEROME S. REISMAN.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JEROME S. REISMAN

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 24 AM 9:39

ARTICLE VI

The business of this corporation shall be conducted by a Board of Directors consisting of one or more Directors. The exact number of Directors may be fixed by the By-Laws of this corporation. The name and street addresses of the new Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected or appointed and have qualified, are as follows:

President—LINDA HOLLY NASH
Vice-President: MARK S. NASH

ARTICLE VII

The names and street addresses of the officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have qualified, are as follows:

President—LINDA HOLLY NASH

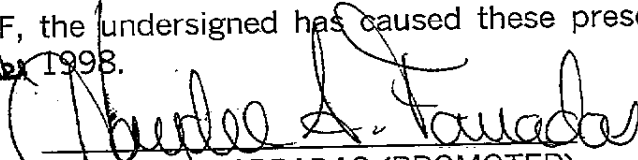
ARTICLE VIII

The name and post office address of each subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take, and the consideration therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>AMOUNT</u>
LINDA HOLLY NASH	1102 S.W. 156 Terrace, Pembroke Pines, FL 33027	250	
MARK S. NASH	1102 S.W. 156 Terrace, Pembroke Pines, FL 33027	250	

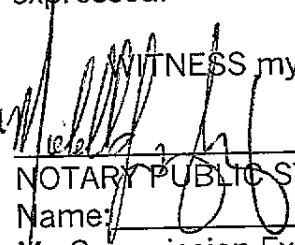
The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organization meeting. The total value so fixed will amount to at least \$500.00. All of the aforesaid stock is to be issued as fully paid for and exempt from assessment.

IN WITNESS WHEREOF, the undersigned has caused these presents to be executed this 10th day of December, 1998.



HAYDEE A. FARRADAS (PROMOTER)

STATE OF FLORIDA
COUNTY OF DADE

Personally appeared this day before me, the undersigned authorities, HAYDEE FARRADAS, to me well known and known to be the persons described in an who executed the foregoing Articles of incorporation, and they acknowledged before me that they executed and subscribed to the same for the purposes therein expressed.

 WITNESS my hand and seal, this 10 day of Dec, 1998

NOTARY PUBLIC STATE OF FLORIDA
Name: _____
My Commission Expires:
My Commission Number is:

 Michele Gonzalez
My Commission CC702386
Expires December 15, 2001