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T. T. OUGHTERSON
(1904-1983)
FAX (561) 287-0422

February 2, 1999

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****78.75

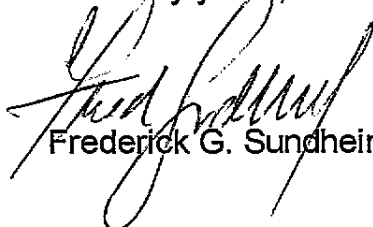
RE: Carousel Children's Consignment Shop, Inc.

Dear Sirs:

I have enclosed a check in the amount of \$122.50 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation to the above-captioned corporation.

Once the Articles has been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,


Frederick G. Sundheim, Jr.

FGS:sn
W-236A
Encls.

P. Hall

FEB 10 1999

(4)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

CAROUSEL CHILDREN'S CONSIGNMENT SHOP, INC.

FILED
99 FEB -8 W-2366/sn
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be CAROUSEL CHILDREN'S CONSIGNMENT SHOP, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation are: To operate a children's consignment shop, rental of equipment, children's furniture and related items and all other lawful business that may come before it.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock without nominal or par value. One having a nominal or par value of One (\$1.00) dollars per share.

ARTICLE V. PRINCIPAL AND REGISTERED OFFICE

The street address of the principal office of this corporation in the State of Florida is 1265 SW Bargello Avenue, Port St. Lucie, FL. The street address of the initial registered office of this corporation in the State of Florida is 310 SW Ocean Blvd., Stuart, Florida. The name of the initial registered agent at such address is Frederick G. Sundheim, Jr.

ARTICLE VI
MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. INCORPORATORS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Name	Address	Office
Carol A. Witek	1265 SW Bargello Avenue	P/VP/S/T

ARTICLE VIII. BY-LAWS

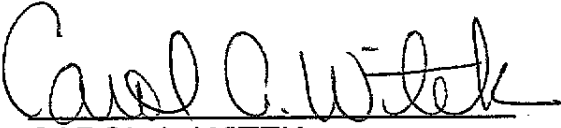
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved (by the board of directors, proposed by them to the shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

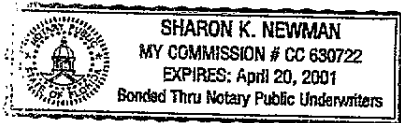
ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.


CAROL A. WITEK

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 2 day of
February, 1999, by Carol A. Witek.




Notary Public
My Commission Expires:

I, Frederick G. Sundheim, Jr., having been designated to act as Registered
Agent, hereby consent to act in that capacity until removed or my resignation is
submitted.


FREDERICK G. SUNDHEIM, JR.

FILED
99 FEB -8 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA