

P99000022884

Claire A. Hamilton
18601 S.W. 134 Avenue
Miami, Florida 33177

March 4, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002797745--8

-03/08/99--01108--001

*****78.75 *****78.75

Re: Articles of Incorporation - CLAIRE'S NURSERY, INC.

Gentlemen:

Enclosed is original and one copy of the Articles of Incorporation for the above corporation, together with an executed Designation of Resident Agent form.

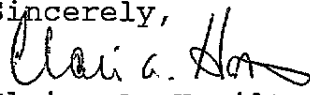
Upon filing, please send me a certified copy of the Articles of Incorporation together with the Certificate of Incorporation. I have enclosed a self addressed stamped return envelope for this purpose.

I enclose a check in the amount of \$78.75 for payment of the following fees:

Filing fee	35.00
Certified copy	8.75
Resident Agent Designation form	35.00
Total	78.75

If for any reason the above Articles may not be filed as submitted, please contact the undersigned. Thank you.

Sincerely,


Claire A. Hamilton
(305) 253-7908

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 AM 8:44

R. Purinton MAR 12 1999

CLAIRE'S NURSERY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -8 AM 8:44

ARTICLES OF INCORPORATION

The undersigned, desiring to incorporate a corporation under the provisions of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is:

CLAIRE'S NURSERY, INC.

2. The principal mailing address of the Corporation is: 18601 S.W. 134TH AVENUE, MIAMI, FLORIDA 33177.

3. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) each.

4. There shall be no preemptive rights with respect to any shares of stock of the Corporation.

5. The initial registered office of the Corporation shall be located at 18601 S.W. 134TH AVENUE, MIAMI, FLORIDA 33177, and the initial Registered Agent shall be STEPHEN R. HAMILTON.

6. The name and address of the sole incorporator hereof is:

<u>Name</u>	<u>Address</u>
Claire A. Hamilton	18601 S.W. 134th Avenue Miami, Florida 33177

7. The initial Board of Directors shall be comprised of one (1) member. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the initial Director is:

<u>Name</u>	<u>Address</u>
Claire A. Hamilton	18601 S.W. 134th Avenue Miami, Florida 33177

8. The general nature of the business to be transacted by the Corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida.

9. The term for which the Corporation is to exist is perpetual.

10. The formation of the Corporation shall be effective as of the date hereof.

352 IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this day of March, 1999.

Claire A. Hamilton
CLAIRE A. HAMILTON
Incorporator

STATE OF FLORIDA)
) : SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31st day of MARCH, 1999, by CLAIRE A. HAMILTON, who is personally known to me, or has produced (type of i.d.) _____ as identification.

Arlene Zuckerman (SEAL)
Notary Public, State of Florida

OFFICIAL NOTARY SEAL
ARLENE ZUCKERMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC559073
MY COMMISSION EXP JUNE 14, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation is:

CLAIRE'S NURSERY, INC.

2. The name and address of the registered agent and office is:

STEPHEN R. HAMILTON
18601 S.W. 134TH AVENUE
MIAMI, FLORIDA 33177

SIGNATURE *Stephen R. Hamilton*

TITLE *resident agent*

DATE *3-4-99*

HAVING BEEN NAMED TO 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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE *Stephen R. Hamilton*

STEPHEN R. HAMILTON

DATE *3-4-99*

REGISTERED AGENT FILING FEE: \$35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 AM 8:44