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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**CRYBABY, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
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ARTICLES OF INCORPORATION

OF

CRYBABY, INC.

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I. NAME

The name of the corporation is:

CRYBABY, INC.

ARTICLE II. EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of this State.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300 shares of common stock, each having a \$1 par value per share.

Frances Blissett, P.A.  
Frances, Blissett, Esq.  
16211 N.E. 18 Avenue  
N. Miami Beach, FL 33162  
(305)947-5777  
FL Bar No. 0044921

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**ARTICLE V: ADDRESS**

The street address of the initial registered office of the corporation shall be 570 N.E. 53 Street, Miami, FL 33137, and the name of the initial registered agent of the corporation at the address is Marcy Kaplan, who hereby is familiar with and accepts the duties and responsibilities as registered agent for said corporation. The principal address of the corporation is 570 N.E. 53 Street, Miami, FL 33137.

**ARTICLE VI. DIRECTORS**

This corporation shall have two directors initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than two (2). The name and address of the director of this corporation is:

Marcy Kaplan  
570 N.E. 53 Street  
Miami, Florida 33137

President

Lori Narvaez  
570 N.E. 53 Street  
Miami, Florida 33137

Vice President/Secretary/Treasurer

**ARTICLE VII. SUBSCRIBERS**

The name and address of the Incorporator signing these Articles of Incorporation is:  
Marcy Kaplan, 570 N.E. 53 Street, Miami, Florida 33137.

**ARTICLE VIII. ALIENATION OF SHARES**

No Shareholder of the Corporation may sell or transfer his shares to another without first

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offering them to the other shareholders of the Corporation, and he must offer them at the same price.

**ARTICLE IX. BY-LAWS**

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in the Board of Directors and Shareholders.


**ARTICLE X. DIRECTORS' COMPENSATION**

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

**ARTICLE XI. AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

  
INCORPORATOR

STATE OF FLORIDA )

COUNTY OF DADE )

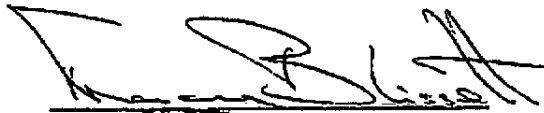
BEFORE ME, the undersigned authority, personally appeared MARCY KAPLAN, to me well known and known to me to be the individual described herein and who executed the

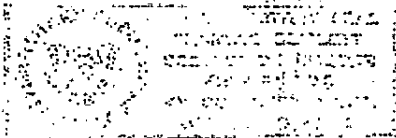
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foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 11 day of March 1999.

  
Notary Public

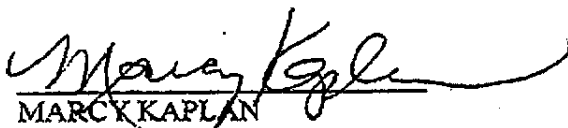


Printed Name of Notary

My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION**

THE UNDERSIGNED hereby notifies that he has accepted the position and agrees to act as Registered Agent for CRYBABY, INC.

  
MARCY KAPLAN

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared MARCY KAPLAN, to be well known and known to me to be the individual described herein and who executed the

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foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the puposes therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 11 day of March, 1999.

  
Notary Public

\_\_\_\_\_  
Printed Name of Notary

\_\_\_\_\_  
My Commission Expires:

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