

Sam C. Caliendo ATTORNEY AT LAW

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October 10, 1996

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

Reference: Y-2 Kids, Inc.

Dear Sirs:

Enclosed please find my check in the amount of \$122.50 for filing of a corporation, and the executed articles of incorporation. Please return the certificate of incorporation and the articles to the undersigned upon filing.

Thank you for your attention to this matter.

Sincerely,



Sam C. Caliendo

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99 APR 14 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Y-2 KIDS, INC.

ARTICLE I

NAME OF CORPORATION AND CORPORATE ADDRESS

The name of this corporation is: Y-2 KIDS, INC. and the corporate address is: 4300 NW 53rd Court, Coconut Creek, FL 33073.

ARTICLE II

DURATION

This corporation has perpetual existence unless otherwise specified in these Articles of Incorporation.

ARTICLE III

PURPOSES

This corporation is organized for the purpose of transacting any and all business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is: 4300 NW 53rd Court, Coconut Creek,

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TALLAHASSEE FLORIDA

FL 33073, and the Registered agent at that address is: Jeffrey Krakow.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than One (1) nor more than Seven (7). The name and address of the initial Director of this corporation is:

Jeffrey Krakow
4300 NW 53rd Court
Coconut Creek, FL 33073

ARTICLE VII

INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

Jeffrey Krakow
4300 NW 53rd Court
Coconut Creek, FL 33073

ARTICLE VIII

BY-LAWS

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

ARTICLE IX

INITIAL ISSUE OF STOCK

<u>Name</u>	<u>Shares</u>
Jeffrey Krakow	-500--

ARTICLE X

APPROVAL OF SHAREHOLDERS FOR MERGER

The approval of the shareholders of this corporation to any plan or merger will be required in every case, whether or not such approval is required by law.

ARTICLE XI

MEETINGS BY CONFERENCE

Members of the Board of Directors may participate in special meetings by conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person, by each Director.

ARTICLE XII

AMENDMENT

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

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 30 day of MARCH, 1999.

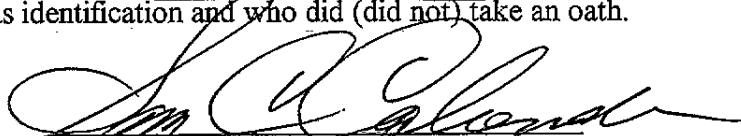


Jeffrey Krakow
Subscriber

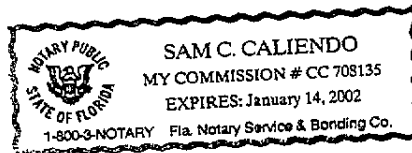
STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8 day of April, 1999, by Jeffrey Krakow who is personally known to me or who has provided _____ as identification and who did (did not) take an oath.

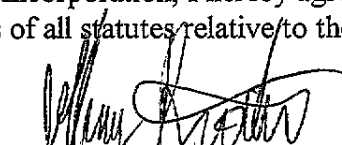

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Jeffrey Krakow

Address: 4300 NW 53rd Court
Coconut Creek, FL 33073

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