

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Totally Kids, Inc.

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ARTICLES OF INCORPORATION
OF
TOTALLY KIDS, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Totally Kids, Inc. (hereinafter the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 8245 SW 42 Court, Davie, Florida 33328.

ARTICLE III
AUTHORIZED SHARES

The total number of shares which the Corporation is authorized to issue is 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of the Corporation in the State of Florida is 8245 SW 42 Court, Davie, Florida 33328 and the initial registered agent of the Corporation at such address is Maria Panariello.

ARTICLE V
INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Maria Panariello	8245 SW 42 Court Davie, FL 33328

Prepared by: Michael H. Krul, Esq.
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**ARTICLE VI
PURPOSE**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of June, 1999.



Maria Panariello
Incorporator

**ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.



Maria Panariello
Registered Agent

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