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Mitchell A. Silver & Co.

Mitchell A. Silver
Accounting
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July 1, 1999

FLORIDA DEPT OF STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O.BOX 6327
TALLAHASSEE, FL 32314
NEW FILINGS SECTION

FILED
99 JUL -8 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: NEICY'S PLACE FOR TOTS INC.

DEAR MADAM,

ENCLOSED PLEASE FIND OUR CHECK FOR 122.50,

PLEASE PROCESS THIS APPLICATION, FOR A NEW CORPORATION.

THANKYOU FOR YOUR HELP.

400002926404--7
-07/08/99--01063--008
****122.50 *****78.75

Very truly yours,

Mitchell Silver
Mitchell A. Silver

7/15/99
[Signature]

ARTICLES OF INCORPORATION
OF

NEICY'S PLACE FOR TOTS INC.
433 NW 41st Street
Oakland Park, FL 33309

FILED
99 JUL -8 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these ARTICLES OF INCORPORATION, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I, NAME

The name of the corporation shall be:

NEICY'S PLACE FOR TOTS INC.

The principal place of business of this corporation shall be:

433 NW 41 Street, Oakland Park, FL. 33309

ARTICLE II, NATURE OF BUSINESS

This corporation may engage or transact in any or lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$0.10 par value per share.

ARTICLE IV, ADDRESS

The street address of the initial registered office of the corporation shall be: **433 NW 41st Street**

Oakland Park, FL 33309

and the name of the initial registered agent of the corporation at that address is: **BERNICE MENDEZ**

ARTICLE V, TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI, PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII, OFFICERS AND DIRECTORS

This corporation shall have 1 officer and 1 director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

BERNICE MENDEZ P/S/D

433 NW 41st Street

Oakland Park, FL 33309

ARTICLE VIII, SUBSCRIBER

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

BERNICE MENDEZ

433 NW 41st Street

Oakland Park, FL 33309

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 23 day of June, 1999.

Bernice Mendez (SEAL)

FILED
99 JUL -8 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 6th day of July, 1999.

Mitchell A. Silver

NOTARY PUBLIC

My commission expires:



Mitchell A. Silver
MY COMMISSION # CC564148 EXPIRES
July 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

I hereby accept my appointment as registered agent.

Bernice Mendez

REGISTERED AGENT (BERNICE MENDEZ)