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October 19, 1999

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

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-10/21/99--01062--015
*****70.00 *****70.00

RE: Filing of Articles of Incorporation
IT'S A SMALL WORLD KIDS CONSIGNMENT, INC.

Dear Sir/Madam:

I represent the incorporator of the proposed Corporation.

Please find enclosed an original and one (1) copy of the Articles of Incorporation; the original of the Certificate of Designation of Registered Agent; and a check in the amount of \$70.00 (filing fee for Articles and Designation). The proposed name of the Corporation is indicated above.

Thank you for your cooperation and assistance in this regard.

If you should have any questions or need further information, please do not hesitate to contact my office.

Sincerely yours,

Garth R. Goodman
Garth R. Goodman, Esq.

cc: File

Encls.

FILED
99 OCT 21 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN OCT 25 1999

**ARTICLES OF INCORPORATION
OF
IT'S A SMALL WORLD KIDS CONSIGNMENT, INC.**

FILED
99 OCT 21 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator, and as a natural person competent to contract, adopt the following Articles of Incorporation under the laws of the State of Florida:

ARTICLE I
Name

The name of the Corporation shall be:

IT'S A SMALL WORLD KIDS CONSIGNMENT, INC.

The principal place of business and the mailing address of this Corporation shall be:

9241 Seminole Blvd., Seminole, Florida.

ARTICLE II
Nature of Business

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, and which do not conflict with the purposes set forth herein.

The Corporation shall have a perpetual existence.

ARTICLE III
Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 value per share.

ARTICLE IV
Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series at 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 V
Special Provision

It is the intent of the incorporator that the Corporation will qualify under the Internal Revenue Code as a Subchapter S Corporation and that the Corporation will file as a Subchapter S Corporation.

ARTICLE VI
Board of Directors

All Corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in these said Articles of Incorporation. Further, all Directors must be natural persons who are eighteen (18) years of age or older; must be residents of the State of Florida; and must be active members of the Corporation.

These Articles do not name initial directors. Upon incorporation, the below-named incorporator shall hold an organizational meeting to select a Board of Directors, who shall complete the organization of the Corporation. This initial Board of Directors shall serve a one (1) year term.

Thereafter, Directors shall be elected or appointed in the manner and the terms provided in the Corporation's By-laws. As set forth in the By-laws, each director shall hold office for the term to which he is elected or appointed and until his successor has been elected or appointed and qualified or until his earlier resignation, removal from office, or death.

The By-laws shall specify all matters relating to meetings of the Board of Directors. These matters shall include, without limitation, the holding of regular or special meetings of the Board; who may call a meeting of the Board; what shall constitute a quorum at a meeting of the Board; actions that may be taken without a meeting of the Board; and notice of meetings and waiver thereof.

A director shall discharge his duties as a director in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner he reasonably believes to be in the best interests of the Corporation. A director is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by a director unless: a) The Director breached or failed to perform his duties as a director, and b) the director's breach, or failure to perform, his duties constitutes a violation of the criminal law, a transaction from which the director derived an improper personal benefit, or recklessness or an action or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE VII

By-laws

The initial By-laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors. The By-laws shall contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or these Articles of Incorporation.

ARTICLE VIII

Initial Registered Agent and Street Address

The name and street address of the initial registered agent is:

Rachel M. Seaton
5391 25th Avenue North
St. Petersburg, FL 33710

ARTICLE IX

Incorporators

The name and street address of the incorporator to these Articles of Incorporation is:

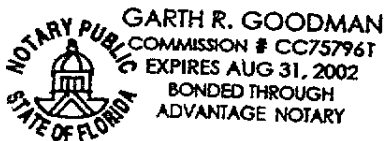
Rachel M. Seaton
5391 25th Avenue North
St. Petersburg, FL 33710

IN WITNESS WHEREOF, the undersigned authorized agent of It's A Small World Kids Consignment, Inc. has executed these Articles of Incorporation this 19 day of October, 1999.

Rachel M. Seaton
Rachel M. Seaton Incorporator

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing Articles of Incorporation were executed this 19 day of October, 1999, before the undersigned authority by **Rachel M. Seaton**, who is personally known to me ~~or who~~ produced _____ (identification), and who did not take an oath.



Garth R. Goodman
Garth R. Goodman
Notary Public – State of Florida
My Commission expires: 08/31/02

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
99 OCT 21 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO FLORIDA LAW, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION OF THE REGISTERED OFFICE/RESIDENT AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

It's A Small World Kids Consignment, Inc.

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

Rachel M. Seaton
5391 25th Avenue North
St. Petersburg, FL 33710

Having been named as registered agent and to accept service of process for the above State Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Rachel M. Seaton
Rachel M. Seaton, Registered Agent

Oct. 19, 1999
Date