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Florida Department of State

Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE-KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

sommer by kids, inc.

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10/28/99

**FLORIDA DEPARTMENT OF STATE****Katherine Harris****Secretary of State****October 28, 1999****EMPIRE****SUBJECT: SOMMER BY KIDS, INC.
REF: W99000024870**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
SOMMER BY KIDS, INC.**

ARTICLE I - NAME

The name of this corporation is **SOMMER BY KIDS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **501 NE 14 AVENUE #702 HALLANDALE, FLORIDA 33009.**

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue **100** shares of **\$1.00** par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **401 NE 14 AVENUE #702 HALLANDALE, FLORIDA 33009** and the name of the initial registered agent of this corporation at that address is **DEBORAH VALERSTAIN.**

Prepared by: Kim Marks CPA PA
11900 Biscayne Blvd #290
North Miami FL 33181

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME ADDRESS

DEBORA VALERSTAIN 401 NE 14 AVENUE #702
HALLANDALE FLORIDA 33009

ARTICLE VIII - Officers

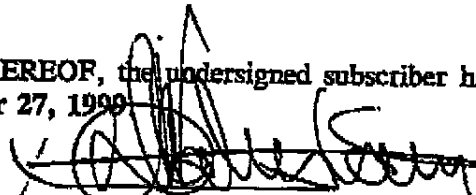
The name and title of each officers is:

DEBORA VALERSTAIN President
Vice President
Secretary
Treasurer

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 subscriber has executed these Articles of Incorporation this October 27, 1999.


Signature/Title

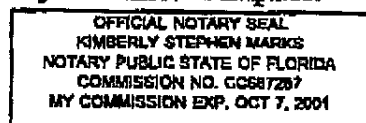
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **DEBORA VALERSTAIN**, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this October 27, 1999.


Notary Public, State of Florida at Large

My commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:-

FIRST-THAT SOMMER BY KIDS, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HALLANDALE, STATE OF FLORIDA 33009, HAS NAMED DEBORA VALERSTAIN, LOCATED AT 401 NE 14 AVENUE #702, STATE OF FLORIDA 33009, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(Corporate Officer)

TITLE

Pres. an

DATE

10/27/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES

SIGNATURE

(Resident Agent)

DATE

10/27/99

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HALLANDALE, FLORIDA

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