

P98000044001

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

SUBJECT: ARISTO TOTS INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM:
ARISTO TOTS INC.
5525 N. COURTENAY PKWY
MERRITT ISLAND, FL 32953

(407) 455-2212

FILED
98 MAY 13 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

ARISTO TOTS INC.

ARTICLE I

The name of the Corporation is:

ARISTO TOTS INC.

ARTICLE II

This corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This Corporation may engage in or transact 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. Whereas the Corporation is hereby organized and chartered solely for the purpose of performing the functions and conducting that activities contemplated under the Small Business Investment Act of 1958, as amended, it shall have all the powers and responsibilities conferred or imposed by the Small Business Investment Act of 1958, as amended, and the regulations issued hereunder. To exercise all powers now granted, or which in the future may be granted, by the business Corporation Law to corporations formed thereunder, subject to any limitations imposed by the Business Corporation Law or any other statute of the State of Florida, and except as such powers may be limited by or be inconsistent with the Small Business Investment Act of 1958, as amended, and the Regulations issued thereunder.

ARTICLE IV

This Corporation is authorized to issue (1000) of one dollar (1.00) par value common stock.

ARTICLE V

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be: The registered office and the principal are one and the same.

PHILIP THORNTON
2109 HIDDEN GROVE LANE #22A
MERRITT ISLAND, FL 32953

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

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ARTICLE VI

This Corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than (1). The name and address of the initial Director of this Corporation is:

PHILIP THORNTON
2109 HIDDEN GROVE LANE #22A
MERRITT ISLAND, FL 32953

ILA-JEAN JONES
2109 HIDDEN GROVE LANE #22A
MERRITT ISLAND, FL 32953

ARTICLE VII

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

PHILIP THORNTON
2109 HIDDEN GROVE LANE #22A
MERRITT ISLAND, FL 32953

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation, to wit:

- A. The Board of Directors from time to time shall determine whether and to what extent, and at which time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the Shareholders.
- B. The Director may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issue of new certificates therefor.
- C. No contracts or other transactions between the Corporation and any other corporation, in the absence of fraud, shall be affected or validated by the fact, that any one or more of the Directors of that Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporations, and any Director or Director, individual or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the Corporation, or in which the corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from his contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested, Any Director(s) of the corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

ARTICLE IX

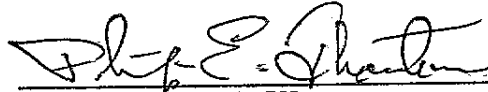
The Board may secure and maintain such policies of insurance as it may consider appropriate to insure any person, who is serving or has served as a Director or Officer of the corporation or any of its subsidiaries, against liability and expense arising out of any claim or breach of duty, error, misstatement, misleading statement, omission or other act done or attempted solely by reason their being such Officer or Director.

ARTICLE X

This Corporation reserves the right to repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



PHILIP THORNTON
REGISTERED AGENT

98 MAY 13 AM 9:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 11th day of May, 1998.



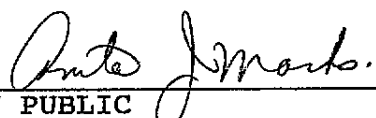
PHILIP THORNTON
INCORPORATOR

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, A Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared PHILIP THORNTON known to me to be the person who executed the foregoing Articles of Incorporation and PHILIP THORNTON acknowledged before me that PHILIP THORNTON executed the same.

SWORN TO AND SUBSCRIBED TO before me this 11th day of May 1998



NOTARY PUBLIC

STATE OF FLORIDA AT LARGE



ANITA J. MARKS
COMMISSION # CC 505167
EXPIRES OCT 30, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.