

P99000069227

Requestor's Name _____

Address _____

City/State/Zip _____ Phone # _____

300002915313--4
 -06/25/99--01025--008
 *****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

TALLAHASSEE, FLORIDA

99 AUG -4 PM 2:12

FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

*Call when ready
222-6656*

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W-15042

Examiner's Initials ajc 6/29



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 29, 1999

RICHARD N. SOX, JR.
101 N. GADSDEN ST.
TALLAHASSEE, FL 32301

SUBJECT: BABY'S FIRST, INC.
Ref. Number: W99000015042

We have received your document for BABY'S FIRST, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 799A00034186

Call when Ready

222-6656

**ARTICLES OF INCORPORATION
OF
ALPHA BABIES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be Alpha Babies, Inc. The principal place of business of the Corporation shall be Eric Hyde, 13326 Moran Drive, Tampa, Florida 33618.

ARTICLE II

NATURE OF BUSINESS

The purpose of the Corporation is to engage in any business permitted under Florida law.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be at 101 North Gadsden Street, Tallahassee, FL. 32301 and the initial registered agent of this Corporation at such office shall be Richard N. Sox, Jr. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process.

ARTICLE VI

INCORPORATOR

The Corporation shall have one Incorporator who is a United States citizen and who is over the age of eighteen. The name of the incorporator is: Richard N. Sox, Jr., 101 North Gadsden Street, Tallahassee, Florida 32301.

ARTICLE VII

DIRECTORS

SECTION 1. The Corporation shall have two (2) directors, all of whom are United States citizens and all of whom are over the age of eighteen. The names and residence street addresses of the directors, whose initial terms of office shall be for one year, are:

<u>Name</u>	<u>Address</u>
Lawrence M. Bussey	2594 Stern Drive S. Atlantic Beach, FL 32233
Eric Hyde	13326 Moran Drive Tampa, FL 33618

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

SECTION 4. A member of the Board of Directors is not personally liable for monetary damages to any person, including but not limited to the Corporation, for any statement, vote, decision, or failure to act, regarding the management or policies of the Corporation, by such director, unless:

- A. The director breached or failed to perform his duties as a director: and
- B. The director's breach of or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgment or other final adjudication against a director in any

criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act 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. For purposes of these articles of incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:

(a) Known, or so obvious that it should have been known, to the director; and

(b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

SECTION 5. Directors may be removed by the stockholders as provided in the Bylaws.

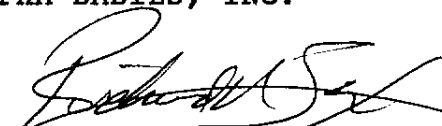
ARTICLE VIII

INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 4th day of August, 1999.

ALPHA BABIES, INC.



Richard N. Sox, Jr., Incorporator

STATE OF FLORIDA

COUNTY OF LEON

The foregoing Articles of Incorporation was acknowledged before me this 4th day of August, 1999, by **Richard N. Sox, Jr., Incorporator**, who is personally known to me or who has produced _____ as identification and who did not take an oath.



Kay T. Crain
MY COMMISSION # CC824998 EXPIRES
February 26, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

SEAL

Kay T. Crain
Notary Public

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

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation company is:

Alpha Babies, Inc.

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

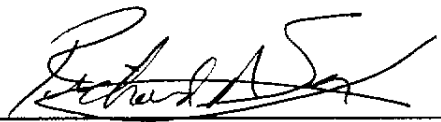
Richard N. Sox, Jr.
(Name)

101 N. Gadsden Street
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, FL 32301
(City/State/Zip)

FILED
99 AUG -4 PM 2: 22
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated company 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.


Richard N. Sox, Jr.

8/4/99
(Date)