

# P01000072372

## TRANSMITTAL LETTER

FILED

01 JUL 20 AM 9:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

300004488253--5  
-07/20/01--01097--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Baby Protection Agency, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Wayne Keel  
Name (Printed or typed)

1749 E. Hallandale Bch. Blvd. #342  
Address

Hallandale FL 33009  
City, State & Zip

954-458-7100  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

C. BLALOCK JUL 24 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**BABY PROTECTION AGENCY, INC.**

**FILED**  
**01 JUL 20 AM 9:43**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**BABY PROTECTION AGENCY, INC.**

**ARTICLE II**

The capital stock authorized, the part value thereof, and the characteristics of such stock shall be as follows: **7,500 Shares of Common Stock - Par Value \$1.00.**

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid. All of such shares are to consist of one class only.

**ARTICLE III**

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

**ARTICLE IV**

This corporation shall commence its existence on filing, and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial address of this corporation shall be 1749 E. Hallandale Beach Blvd., Suite 342, Hallandale, Florida 33009, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote hereafter, determine that the corporation be managed by the stockholders. The initial number of directors shall be one.

#### ARTICLE VII

The name and street address of the first Director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

**WAYNE KEIL**  
1749 E. Hallandale Beach Blvd.  
Suite 342  
Hallandale, FL 33009

#### ARTICLE VIII

The name and post address of the Subscriber, and the number of shares she agrees to take is:

**WAYNE KEIL**  
1749 E. Hallandale Beach Blvd.  
Suite 342  
Hallandale, FL 33009  
\*\*\*\*\*500 Shares\*\*\*\*\*

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director

individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officers of such other corporation, or not so interested.

#### **ARTICLE X**

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

#### **ARTICLE XI**

This corporation shall adopt by-laws by a majority vote of the shares as voted by the shareholders. Members of the Board of Directors or the executive committee, if any, shall be deemed present at a meeting of such board or committee if a conference, telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

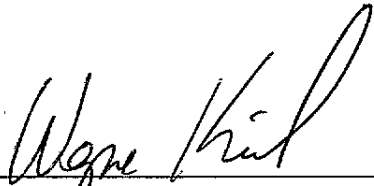
The corporation may confer powers, limitations of the powers, and regulate the powers of the corporation, the directors, and the stockholders of all classes, including, but not limited to, provisions for cumulative voting for directors, a list of officers, and provisions governing the issuance of stock certificates to replace lost or destroyed certificates. The foregoing powers and limitations may be incorporated in the corporation's by-laws, or placed in the corporate minutes after authorization by a majority vote of the shares.

The corporation, as designated from time to time by the Board of Directors, or its shareholders acting in place of a Board of Directors if there be no Board of Directors, shall have the power to hold its respective directors' meetings and/or shareholders' meetings outside the State of Florida, and to keep its books (subject to statutory provisions) outside the State of Florida.

ARTICLE XII

The initial registered office of the corporation shall be: **1749 E. Hallandale Beach Blvd., Suite 342, Hallandale, Florida 33009**; the initial Registered Agent of the corporation whose business office is at such address is **Wayne Keil**

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 20th day of July, 2001.

  
\_\_\_\_\_  
WAYNE KEIL

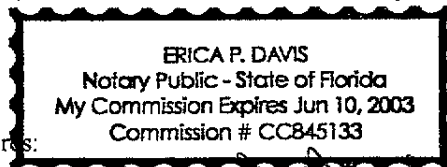
STATE OF FLORIDA

COUNTY OF BRO WARD

BEFORE ME, the undersigned authority, personally appeared WAYNE KEIL, who is personally known to be, or who presented personally known as identification, and she acknowledged before me that she executed the same for the purposes therein expressed.

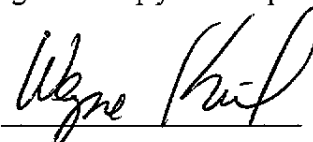
WITNESS my hand and official seal in the County and Stated named above this 19<sup>th</sup> day of July 2001.

My commission expires:



Erica P. Davis  
CC 845133  
(Print name & commission number)

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 and complete performance of my duties.

  
\_\_\_\_\_  
WAYNE KEIL

Date: July 19, 2001