

F96000003471

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

7000011878527
-06/28/96--01013--011
*****70.00 *****70.00

SUBJECT: Kids 1, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W96-13840

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Donise M. Stubel

(Name of Person)

Salvo, Russell and Fichter

(Firm/Company)

1767 Sentry Parkway West, Suite 210

(Address)

Blue Bell, Pennsylvania 19422

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JUN 28 PM 2:05
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7/9

Should you need to call someone concerning this matter, please call:

Denise M. Stubel

(Name of Person)

at (215) 653-0110

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

LAW OFFICES
SAIVO, RUSSELL AND FICHTER
1767 SENTRY PARKWAY WEST
SUITE 210
BLUE BELT, PENNSYLVANIA 19422

TELEPHONE 215/653-0110
TELECOPIER 215/653-0383

June 26, 1996

Via UPS - Next Day Service

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Kids 1, Inc.

Ladies and Gentlemen:

On behalf of Kids 1, Inc., a Delaware corporation, I enclose for filing with your office the following documents: (i) a completed and executed Application By Foreign Corporation for Authorization to Transact Business in Florida; (ii) Transmittal Letter; (iii) Certificate of Good Standing from the state of Delaware dated June 20, 1996; and (iv) a check for \$70.00 made payable to the Florida Department of State, in payment of both the filing fee and registered agent designation fee.

Please verify your receipt of this filing, by date-stamping and returning to me the extra copy of the Application in the self-addressed envelope provided.

If you have any questions regarding this filing, please contact the undersigned at 215/ 653-0110. Thank you.

Very truly yours,

Denise M. Stubel

Denise M. Stubel
Paralegal

/dms
enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 1, 1996

DENISE M. STUBEL, PARALEGAL
SALVO, RUSSELL AND FICHTER
1767 SENTRY PARKWAY WEST, SUITE 210
BLUE BELL, PA 19422

SUBJECT: KIDS 1, INC.
Ref. Number: W96000013840

July 8, 1996
Returned.
Thank you.
Denise M. Stubel

We have received your document for KIDS 1, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

Please provide a photocopy with your original application if you would like one stamped and returned to you.

Please return 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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 996A00032394

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. Kids 1, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 22-3296224
(FBI number, if applicable)

4. February 25, 1994
(Date of Incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. Kids 1, Inc., 10 G Auer Court
East Brunswick, New Jersey 08816
(Current mailing address)

8. ownership and management of private school
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: David W. Winikur
c/o Broward Educational Center, Inc.
Office Address: 4650 SW 61st Avenue

Davie, Florida, 33314
(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 28 PM 2:05

12: Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: David W. Winikur

Address: 10 G Auer Court, East Brunswick, NJ 08816

Vice Chairman: _____

Address: _____

Director: Ellyn Lerner

Address: 10 G Auer Court, East Brunswick, NJ 08816

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Ellyn Lerner

Address: 10 G Auer Court, East Brunswick, NJ 08816

Vice President: David W. Winikur

Address: 10 G Auer Court, East Brunswick, NJ 08816


Secretary: Yash Joshi

Address: 10 G Auer Court, East Brunswick, NJ 08816

Treasurer: Yash Joshi

Address: 10 G Auer Court, East Brunswick, NJ 08816

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David W. Winikur
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 28 PM 2:05

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "KIDS 1, INC." IS DULY INCORPORATED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING
AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JUNE, A.D. 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 JUN 96 PM 2:05



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 7994758

DATE: 06-20-96

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LAW OFFICES
SALVO, RUSSELL AND FICHTER

1767 BUNTRY PARKWAY WEST
SUITE 210
BLAIR HILL, PENNSYLVANIA 19422

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE 215/633-0110
TELECOPIER 215/633-0383

July 1, 1996

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Via UPS - Next Day Service

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Merger of Broward Educational Center, Inc.
into Kids, Inc.

Ladies and Gentlemen:

I enclose for filing with your office one original and one copy of Articles of Merger of Domestic and Foreign Corporations merging Broward Educational Center, Inc. into Kids 1, Inc.

I also enclose a check for \$70.00 made payable to the Florida Secretary of State in payment of the filing fee.

Please verify your receipt of this filing, by date-stamping and returning to me the extra copy of the Articles of Merger using the enclosed pre-addressed return envelope.

Very truly yours,

Denise M. Stubel

Denise M. Stubel
Paralegal

/dms
enclosures

N HENDRICKS JUL 10 1996

merged

**ARTICLES OF MERGER
Merger Sheet**

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MERGING:

**BROWARD EDUCATIONAL CENTER, INC., A FLORIDA CORPORATION,
F41514**

into

KIDS 1, INC., a Delaware corporation F96000003471

File date: July 3, 1996

Corporate Specialist: Nancy Hendricks

To: Department of State
Tallahassee, FL 32314

Date paid:
Filing Fee:

FILED
June 30, 1996
\$796.00 JUL -3 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS**

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Corporation</u>
Broward Educational Center, Inc.	Florida
Kids 1, Inc.	Delaware

Kids 1, Inc. is the surviving corporation.

2. The laws of the state under which the constituent foreign corporation is organized permit merger.

3. The name of the surviving corporation is Kids 1, Inc., and is to be governed by the laws of the State of Delaware.

4. The plan of merger, attached as Exhibit "A", was approved by the shareholders of the undersigned domestic corporation on June 24, 1996 in the manner prescribed by the Florida Business Corporation Act, and was approved by the shareholders of the undersigned foreign corporation on June 24, 1996 in the manner prescribed by the laws of the state under which it is organized. The shareholders of the undersigned domestic corporation have waived all requirements for advanced notice of the plan of merger.

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Authorized</u>
Broward Educational Center, Inc.	5,625	Common	7,500
Kids 1, Inc.	10,500	Common	100,000

6. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 607.1103 of the Act.

7. The surviving corporation:

(a) Agrees that it may be served with process by the State of Florida in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the domestic corporation against the surviving corporation;

(b) Irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any proceeding; and

(c) Agrees that it will promptly pay to the dissenting shareholders of the domestic corporation the amount, if any, to which they are entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

8. The effective date of the Merger is June 30, 1996.

Dated: June 30, 1996

KIDS 1, INC.

By: Eilyn Lerner

Eilyn Lerner, President

BROWARD EDUCATIONAL CENTER, INC.

By: David W. Winikur

David W. Winikur, President

EXHIBIT "A"
PLAN OF MERGER
OF
BROWARD EDUCATIONAL CENTER, INC.
WITH AND INTO
KIDS 1, INC.

Background

WHEREAS, Kids 1, Inc. (the "Surviving Corporation") was originally incorporated as a business corporation under the laws of the State of Delaware on February 25, 1994; and

WHEREAS, Broward Educational Center, Inc. ("Broward") was originally incorporated as a business corporation under the laws of the State of Florida on August 24, 1981; and

WHEREAS, it has been proposed that Broward (the "Merging Corporation") be merged with and into the Surviving Corporation pursuant to the Delaware General Corporation Law, Title 8, Section 252, the Florida Business Corporation Act, F.S. Section 607.1107 and this Plan of Merger, subject to the approval of this Plan of Merger by the respective boards of directors and stockholders of the Merging Corporation and the Surviving Corporation.

Terms

1. **Merger.** Upon Effective Date (as defined in Section 7.2 below) of the merger (the "Merger"), the Merging Corporation shall be merged with and into the Surviving Corporation and, thereafter, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue in existence under and subject to the laws of the State of Delaware.

2. **Certificate of Incorporation and By-laws of Surviving Corporation.**

2.1 The Certificate of Incorporation of the Surviving Corporation as in effect on the date hereof shall remain in effect as the Certificate of Incorporation of the Surviving Corporation following the Merger, on, from and after the Effective Date, until thereafter altered, amended or repealed as therein provided.

2.2 The By-laws of the Surviving Corporation, as in effect on the Effective Date, shall remain in effect as the By-laws of the Surviving Corporation following the Merger, until thereafter altered, amended or repealed as provided therein.

3. Manner of Conversion of Shares. All the issued and outstanding shares of Common Stock of Merging Corporation are owned by Surviving Corporation. Said shares shall be surrendered and canceled on the Effective Date of the Merger and no shares or other securities or obligations of Surviving Corporation or cash, property or any other consideration shall be issued in exchange therefor.

4. Effect of Merger.

4.1 Upon the Effective Date:

4.1.1 The Merging Corporation and the Surviving Corporation shall become a single entity which shall be the Surviving Corporation and the existence of the Merging Corporation shall cease;

4.1.2 All and singular, the rights, privileges, powers and franchises of the Merging Corporation and the Surviving Corporation, and all property, real, personal and mixed, and all debts due to the Merging Corporation and the Surviving Corporation on whatever account, as well as for all things in action or belonging to each of said entities shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation and the Surviving Corporation, respectively, and the title to any real estate vested by deed or otherwise in either of said entities shall not revert or be in any way impaired; and

4.1.3 All rights of creditors and all liens upon any property of the Merging Corporation or the Surviving Corporation shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the Merging Corporation or the Surviving Corporation shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

4.2 From and after the Effective Date, the officers and directors of the Merging Corporation shall execute or cause to be executed such further assignments, assurances or other documents as the Surviving Corporation or its successors and assigns may reasonably determine to be necessary or desirable to confirm the transfer of title and ownership of such Merging Corporation's properties and rights to the Surviving Corporation or to otherwise carry out the purposes of this Plan.

5. Directors and Officers of Surviving Corporation.

5.1 The Directors of the Surviving Corporation on the Effective Date shall continue as the Directors of the Surviving Corporation and shall hold office until their successors are duly elected and qualified.

5.2 The officers of the Surviving Corporation on the Effective Date shall continue as the officers of the Surviving Corporation and shall hold office until their successors are duly elected and qualified.

6. Consent to Jurisdiction.

6.1 The Surviving Corporation, having qualified to transact business in the State of Florida, shall continue to comply with the provisions of the Florida Business Corporation Act applicable to foreign corporations transacting business in Florida.

6.2 As of and after the Effective Date, the Surviving Corporation agrees that it may be served with process in Florida in any proceeding for the enforcement of any obligation of the Merging Corporation in Florida, and in any proceeding for the enforcement of the rights of a dissenting stockholder of the Merging Corporation against the Surviving Corporation (any such proceeding, a "Proceeding").

6.3 The Surviving Corporation shall irrevocably appoint David W. Winkur, c/o Broward Educational Center, Inc., 4650 S.W. 61st Avenue, Davie, Florida 33314, as the agent of the Surviving Corporation to accept service of process in any Proceeding, and shall accept service by mail at the Surviving Corporation's registered office in the State of Delaware or other post office address of which the Surviving Corporation shall notify said agent, David W. Winkur.

6.4 The Surviving Corporation shall promptly pay any dissenting stockholders of the Merging Corporation the amount, if any, to which they shall be entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting stockholders.

7. Adoption of Plan of Merger.

7.1 This Plan of Merger shall be submitted for approval to the respective boards of directors of the Merging Corporation and the Surviving Corporation and shall be effective upon such approval and subsequent adoption by the respective stockholders of the Merging Corporation and the Surviving Corporation. Upon such approval and adoption, articles of merger shall be prepared, executed and filed in the Offices of the Secretaries of State of Delaware and Florida in accordance with the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act, respectively. The Surviving Corporation shall comply with the provisions of Section 607.0705 of the Florida Business Corporation Act with respect to notice to stockholders of the Merging Corporation.

7.2 The Merger provided for by this Agreement shall become effective on June 30, 1996.

8. Binding Agreement. This Plan of Merger may be terminated by the board of directors of the Surviving Corporation or any Merging Corporation at any time prior to the filing of the articles of merger as set forth above. Upon the filing of articles of merger, this Plan of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger by their authorized officers, to be effective as of June 30, 1996.

KIDS 1, INC.

By: 

Ellyn Lerner, President

BROWARD EDUCATIONAL CETNER, INC.

By: 

David W. Winikur, President