

APR-29-1999 11:03

RENAM, KEMKER, SCHARF

APR 29 1999

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Florida Department of State
Division of Corporations
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FOREIGN LIMITED LIABILITY COMPANY

KIDSGROWTH.COM, L.L.C.

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TELECOPIER COVER LETTER

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**Ms. Cathy A. Mitchell
Florida Department of State - Div. of Corporations
Tallahassee, FL**

FAX: 850-922-4003

VOICE:

**FROM: Carrie L. Freeman
DATE: 04-29-99**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 1999

CARRIE L. FREEMAN
TRENAM, KEMKER
P.O. BOX 1102
TAMPA, FL 33601

SUBJECT: KIDSGROWTH.COM, L.L.C.
REF: W99000009832

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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.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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

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Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H99000009807
Letter Number: 299A00022237

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:

1. KIDSGROWTH.COM, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. April 1, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. April 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 11274 West Hillsborough Avenue
Tampa, Florida 33635
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Richard Ferrelli</u>	<u>MGR</u>	<u>F. Lane France, M.D.</u>	<u>MGR</u>
<u>11274 W. Hillsborough Ave.</u>		<u>11274 W. Hillsborough Ave.</u>	
<u>Tampa, FL 33635</u>		<u>Tampa, FL 33635</u>	
<u>Ricardo A. Salas</u>	<u>MGR</u>		
<u>11274 W. Hillsborough Ave.</u>			
<u>Tampa, FL 33635</u>			

Carrie L. Freeman
Trenam, Kemker
P.O. Box 1102
Tampa, FL 33601
(813) 223-7474
Fla. Bar. #146749

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**The undersigned member or authorized representative of a member of KIDSGROWTH.COM, L.L.C.

_____deposes and says:

1) the above named limited liability company has at least ^{one} ~~two~~ members

2) the total amount of cash contributed by the member(s) is

\$ -0-3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.\$ 1000.004) the amount of cash or property anticipated to be contributed by member(s) is
This total includes amounts from 2 and 3 above.\$ 1000.005) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1000.00

PEDIATRIC HEALTH ALLIANCE, L.L.C.

By: Richard Ferrelli, Manager**Signature of a member or authorized representative of a member.**
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)**Filing Fee: \$250.00 for Application and Affidavit**

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Description of Transferred Property**1. Domain Name:**

"kidsgrowth.com"

2. Website Design:

The design of the Website including without limitation the opening page design, link structure, logo design and the overall look and feel of the Website.

3. Software:

All software to which Assignor has right, title and interest, including applets, scripts, programming code and other software used or utilized in the display, storage, collection, processing, receipt or transmission of information or data, including audio, video and multimedia content and which is employed by Assignor in connection with the provision of information services via the Website.

4. Marks:

Registered and unregistered trademarks, service marks, trade names and logos owned, controlled, or licensed by Assignor, except for that certain pending trademark registration for Miscellaneous Design described on Schedule C which is being licensed pursuant to this Agreement, to the extent such transfer is permissible under third party licensing agreements and to the extent these marks are currently used on the Website for the provision of information services. Pending trademark registrations being transferred pursuant to this Agreement include the following:

Mark	Scr/Reg. No.	Filing/Reg. Date	Class	Goods/Services
KIDSGROWTH	75/590809	11/18/98	42	Computer services, namely, providing on-line information, printed materials and publications in the field of health care, pregnancy, parenting, child care and preventive medicine via a global computer network

5. Copyrighted Text:

Copyrighted text, graphics and materials generated in any form or media by PHA that are currently found on the Website and used in the provision of information services.

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6. Documents Available for Download:

Any documents and articles relating to information services currently included on the Website for viewing and downloading by Website visitors.

7. Other Proprietary Information:

Unless otherwise provided in this Agreement, including all referenced Schedules, all other proprietary information in which Assignor has right, title and interest and which is currently used by Assignor in the provision of information services through the Website.

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

KIDSGROWTH.COM, L.L.C.

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

Richard Ferrelli

(Name)

11274 W. Hillsborough Avenue

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tampa, Florida 33635

(City/State/Zip)

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


(Signature)

4/19/99
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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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 "KIDSGROWTH.COM, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KIDSGROWTH.COM, L.L.C." WAS FORMED ON THE FIRST DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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

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AUTHENTICATION:

9710127

DATE:

04-27-99