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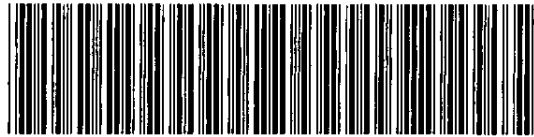
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TALLAHASSEE, FLORIDA

MRS
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1117-55789

Sonnenschein
SONNENSCHN NATH & ROSENTHAL LLP

Valda L. Lake
816.460.2440
vll@sonnenschein.com

4520 Main Street
Suite 1100
Kansas City, MO 64111-7700
816.460.2400
816.531.7545 fax
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January 9, 2008

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Ruby Dunlap
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: N PLAY, INC.

Dear Ms. Dunlap:

Enclosed for filing are duplicate Articles of ^{Incorporation} ~~Organization~~ for N PLAY, INC., a Florida not-for-profit corporation. This filing was originally submitted under the name FIT, INC., however, that name was not available (copy of letter dated November 13, 2007 enclosed). Please provide us with a certified copy of the file-stamped Articles and a Certificate of Status. You are in receipt of our check in the amount of \$87.50 (\$35.00 filing fee; \$35.00 for designation of registered agent; \$8.75 fee for certified copy; and \$8.75 fee for Certificate of Status) as submitted with the original filing. Also enclosed is a self-addressed return envelope. If you have any questions or need further assistance, my direct number is (816) 460-2440. Your prompt assistance will be appreciated.

Very truly yours,



Valda L. Lake
Paralegal

VLL:cjn:21345872
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
08 JAN 10 AM 8:00
DIVISION OF CORPORATIONS

November 13, 2007

VALDA LAKE
%SONNENSCHN NATH & ROSENTHAL LLP
4520 MAIN STREET, SUITE 1100
KANSAS CITY, MO 64111

SUBJECT: FIT, INC.
Ref. Number: W07000055789

We have received your document for FIT, INC. and your check(s) totaling \$87.50. 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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected 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) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 507A00065590

FILED

08 JAN 10 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
N PLAY, INC.
a Florida not-for-profit corporation**

In compliance with the provisions of section 617.1006, Florida Statutes, the undersigned Incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be N PLAY, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT

The street address of the principal office of the Corporation is 6174 Pine Tree Drive, Miami Beach, Florida 33140. The registered office of the Corporation is 6174 Pine Tree Drive, Miami Beach, Florida 33140, and the name of the Registered Agent of the Corporation at that address is MIKE MACCIA. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part hereof.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence, unless dissolved sooner according to law.

ARTICLE IV - PURPOSES

The purposes for which the Corporation is organized are as follows:

1. The purposes for which the Corporation is organized to operate are to understand the underlying cause of childhood obesity and provide people with the tools and programs to combat childhood obesity; provided, however, that the Corporation is organized exclusively and is to be operated exclusively for charitable, educational, religious and scientific purposes; including, without limitation, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of succeeding law), transfers to which are deductible for income and death tax purposes pursuant to the provisions of sections 170(a) and 2055(a) of the Code, and the Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt charitable, educational, religious and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

2. As a means and incidental to accomplishing the purposes for which the Corporation is being organized, it shall have the following powers:

(a) to accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;

(b) to sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law;

(c) to borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated;

(d) to invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;

(e) to maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities;

(f) to serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(g) in general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

3. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code sections 501(c)(3), 2055(a)(2) and 170(c)(2) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

4. No part of the income or earnings of the Corporation shall inure to the benefit of or be distributed to any Director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code sections 501(c)(3), 2055(a)(2) and 170(c)(2) (or any corresponding provisions of succeeding law). Reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or earnings.

5. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

6. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no director or officer of the Corporation or any other private individual shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code section 501(c)(3) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving the Corporation.

ARTICLE V - BOARD OF DIRECTORS

The Corporation shall have five (5) Directors. The number of Directors may be increased or decreased from time to time in the manner provided in the Corporation's By-Laws, but shall never be less than three (3). The manner in which the Directors shall be elected, removed and replaced shall be set forth in the By-Laws of the Corporation. The names and addresses of the initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ERIC COHEN	690 Greenwich St., 1J New York, NY 10014
MIKE MACCIA	6174 Pine Tree Drive Miami Beach, Florida 33140
SCOTT HUNTER SMITH	37 Wall St., Apt. 6J New York, NY 10005
ROBERT LANZA	1221 Avenue of the Americas New York, New York 10020-1089
PAUL LICALSI	1221 Avenue of the Americas New York, New York 10020-1089

ARTICLE VI - EXEMPT STATUS; PROHIBITED TRANSACTIONS

Reference in this Article to a section of the Code shall also include any corresponding provisions of succeeding law and the Treasury Regulations thereunder.

1. The Corporation shall not exercise in any manner or for any purpose any power or authority granted herein which may jeopardize the status of the Corporation as an exempt organization under Code section 501(c)(3).

2. The Corporation, during any period in which it is a "private foundation" as defined in Code section 509(a), shall not:

(a) engage in any act of "self-dealing", as defined in Code section 4941(d), which would give rise to any liability for the tax imposed by Code section 4941;

(b) retain any "excess business holdings", as defined in Code section 4943(c), which would give rise to any liability for the tax imposed by Code section 4943;

(c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code section 4944, so as to give rise to any liability for the tax imposed by Code section 4944; and

(d) make any "taxable expenditures", as defined in Code section 4945(d), which would give rise to any liability for the tax imposed by Code section 4945.

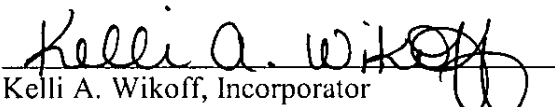
3. The Corporation, during any period in which it is a "private foundation", as defined in Code section 509(a), shall distribute, for the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code section 4942.

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of the Corporation is as follows:

Kelli A. Wikoff
Sonnenschein Nath & Rosenthal LLP
4520 Main St., Ste. 1100
Kansas City, Missouri 64111

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2nd day of November, 2007.


Kelli A. Wikoff, Incorporator

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, N PLAY, INC. (the "Corporation"), organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name and address of the Registered Agent and Registered office is:

MIKE MACCIA
6174 Pine Tree Drive
Miami Beach, Florida 33140

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Mike Maccia, Registered Agent

DATE: November 2, 2007