

**P01000033649**

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

**((H01000033117 2)))**

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 922-4001

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.****KIDS FIRST, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 3, 2001

EMPIRE

SUBJECT: KIDS FIRST, INC.  
REF: W01000007418

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.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist  
New Filing Section

FAX Aud. #: H01000033117  
Letter Number: 001A00019676

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

P.01

APR-03-2001 11:26

H 01000033117

ARTICLES OF INCORPORATION  
OF  
KIDS FIRST, INC.

ARTICLE I

The name of the corporation is KIDS FIRST, INC.

ARTICLE II

The corporation shall have perpetual existence unless sooner dissolved as provided by law.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted by the corporation, and the powers and privileges to be exercised by it shall include any and all lawful business that is given to bodies corporate under the Statutes of the State of Florida, together with all rights, powers and privileges incident thereto.

ARTICLE IV

The capital stock of the corporation shall consist to five hundred (500) shares of common stock without par value, which stock shall be paid for in cash, real or personal property or services which shall be fixed by the Board of Directors of said corporation, and the stock shall be issued on the value so fixed. All stock shall be fully paid for and non-assessable.

LAW OFFICE OF BELL & BELL  
Cumberland Building, Suite 601  
800 E Broward Boulevard  
Fort Lauderdale, Florida 33301  
(954) 524-8526



DOUGLAS R. BELL, ESQUIRE  
Florida Bar No 250351

H 01000033117

## ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI

The street address of the initial principal and registered office of this corporation is 5126 Owls Court, Lake Worth, Florida 33463 and the name of the initial registered agent of this corporation is James J. Impellizzeri.

## ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time and their method of election shall be as stated in the by-laws of the corporation. The total number of directors shall never be less than one (1). The names and addresses of the Directors/Officers of this corporation are: James J. Impellizzeri as President and Treasurer, 5126 Owls Court, Lake Worth, Florida 33463 and Jan Rose as Vice President and Secretary, 7496 Rockbridge Circle, Lake Worth Florida 33467.

## ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is: James J. Impellizzeri, 5126 Owls Court, Lake Worth, Florida 33463. The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

Shares of the capital stock of this corporation shall be issued to the following people in the amount set opposite their name:

JAMES J. IMPELLIZZERI	250 SHARES
JAN ROSE	250 SHARES

shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such are first offered to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLE X

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

#### ARTICLE XI

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

#### ARTICLE XIII

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

#### ARTICLE XIV

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XV

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XVI

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders in subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation of KIDS FIRST, INC., on this 24 day of March, 2001.

*James J. Impellizzeri*  
JAMES J. IMPELLIZZERI

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

I HEREBY CERTIFY, that the foregoing instrument was acknowledged before me, this day, by JAMES J. IMPELLIZZERI. He is (☐ personally known to me) or (☐ has produced [type of identification produced] FL DL E 514 450 5900 S.9 as identification).

WITNESS my hand and official seal in the county and state last aforesaid on this 24 day of March, 2001.

My Commission Expires:



*Karen M. Williams*  
Notary Public - State of Florida

H 01000033117

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING THE AGENT UPON WHOM PROCESS MY BE SERVED**

PURSUANT TO Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that KIDS FIRST, INC., desiring to organize under the laws of the State of Florida, with its principal address as indicated in the Articles of Incorporation, at the City of Lake Worth, County of Palm Beach, State of Florida, has named James J. Impellizzeri; located at 5126 Owls Court, Lake Worth, Florida 33463, as its agent to accept service of process in this state.

I HEREBY AGREE to act as agent for KIDS FIRST, INC., to accept service of process within the State of Florida.

  
JAMES J. IMPELLIZZERI

H 01000033117