

JUN-27-01 WED 08:52 AM

FAX NO.

P. 01

Division of Corporations

Page 1 of 2

PO1000063923

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.

(((H01000076509 8)))

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)205-0381

From:

Account Name : EMMANUEL SHEPPARD & CONDON
Account Number : 072720000035
Phone : (850) 433-6581
Fax Number : (850) 434-7163

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 27 PM 2:11

FLORIDA PROFIT CORPORATION OR P.A.

MAMA'S CRADLE

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

W14830

(((H01000076509 8)))

AFFIDAVIT AND CONSENT

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME personally appeared VICKI L. TAYLOR, formerly known as VICKI L. LAYCOCK, who states as follows:

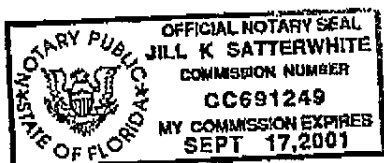
1. She is one and the same person as the Vicki L. Laycock, owner of the fictitious name "MAMA'S CRADLE."
INC.,
2. She is the incorporator of MAMA'S CRADLE/ a proposed Florida professional service corporation.

This Affidavit is being executed to indicate her consent to "MAMA'S CRADLE," being used as the name of a Florida professional service corporation.

Vicki L. Taylor
VICKI L. TAYLOR, f/k/a Vicki L. Laycock

The foregoing instrument was sworn to before me this 22 day of June, 2001, by VICKI L. TAYLOR, f/k/a Vicki L. Laycock, who is personally known to me or who has produced FL D.C. (type of identification) as identification.

- SEAL -



Jill K. Satterwhite
Notary Public, State of Florida
Jill K. Satterwhite
(Name of Notary Printed)

(((H01000076509 8)))

(((H01000076509 8)))

ARTICLES OF INCORPORATION
OF
MAMA'S CRADLE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 27 PM 2:11

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of the corporation is MAMA'S CRADLE, INC., and its principal office is located at 10241 Sugar Creek Drive, Pensacola, Florida 32514, and its mailing address is the same.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of midwifery and related services necessary and incidental thereto, and in all fields of specialization as are engaged in by duly authorized and licensed midwives within the State of Florida.

(((H01000076509 8)))

((H01000076509 8)))

B. To engage and render the professional services involved only through its officers, agents, and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law, and to own real and personal property necessary for the rendering of the services of a midwife.

D. To engage in no other business other than the renditions of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock at Ten Cents (\$.10) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to officers, agents, and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

(((H01000076509 8)))

ARTICLE IV**DURATION**

This corporation shall exist perpetually, commencing upon the date of filing of these Articles of Incorporation.

ARTICLE V**REGISTERED AGENT**

The address of this corporation's initial registered office is 10241 Sugar Creek Drive, Pensacola, Florida 32514, and the name of its initial registered agent at said address is VICKI L. TAYLOR, L.M., C.P.M.

ARTICLE VI**INCORPORATOR**

The name and address of the incorporator is VICKI L. TAYLOR, L.M., C.P.M., 10241 Sugar Creek Drive, Pensacola, Florida 32514.

ARTICLE VII**BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders. The name and address of the initial Director of this corporation is:

VICKI L. TAYLOR, L.M., C.P.M.
10241 Sugar Creek Drive
Pensacola, Florida 32514

(((H01000076509 8)))

(((H01000076509 8)))

ARTICLE VIII**SEVERANCE AND TERMINATION OF EMPLOYMENT**

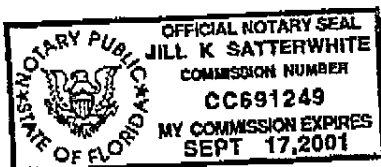
If any officer, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on her continued rendering of such professional services, she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any Shareholder, purchase such shareholder's shares and pay her all amounts owing and lawfully due to her by the corporation, except that such shares shall not be entitled to dividends.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 22 day of June, 2001.

Vicki L. Taylor, L.M., C.P.M.
VICKI L. TAYLOR, L.M., C.P.M.
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 22nd day of June, 2001, by VICKI L. TAYLOR, L.M., C.P.M.



Jill K. Satterwhite
NOTARY PUBLIC, State of Florida
My Commission Expires: 9/17/01

Personally Known OR Produced Identification ✓
Type of Identification Produced FL D.C.

(((H01000076509 8)))

((H01000076509 8)))

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, VICKI L. TAYLOR, L.M., C.P.M., am familiar with and hereby accept the appointment as Registered Agent for MAMA'S CRADLE, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 22nd day of June, 2001.

Vicki L. Taylor, L.M., C.P.M.
VICKI L. TAYLOR, L.M., C.P.M.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 27 PM 2:11