

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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All About Children Inc

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TALLAHASSEE, FLORIDA

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☒ Art of Inc. File

___ LTD Partnership File

___ Foreign Corp. File

___ L.C. File

___ Fictitious Name File

___ Trade/Service Mark

___ Merger File

___ Art. of Amend. File

___ RA Resignation

___ Dissolution / Withdrawal

___ Annual Report / Reinstatement

☒ Cert. Copy

___ Photo Copy

___ Certificate of Good Standing

___ Certificate of Status

___ Certificate of Fictitious Name

___ Corp Record Search

___ Officer Search

___ Fictitious Search

___ Fictitious Owner Search

___ Vehicle Search

___ Driving Record

___ UCC 1 or 3 File

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

Signature

Requested by: LW

Name

Date 10/2

Time

Walk-In

Will Pick Up

J. BRYAN NOV - 2 2001

ARTICLES OF INCORPORATION

OF

ALL ABOUT CHILDREN, INC.

ARTICLE I

NAME

The name of this corporation is: ALL ABOUT CHILDREN, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

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It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 10,000 shares, all of which shall be common shares with no par value.

ARTICLE V

PREEMPTIVE RIGHTS

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(as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is: 16420 SW 144th Avenue, Miami, Florida 33177. The registered office of this corporation is: 16420 SW 144th Avenue, Miami, Florida 33177.

The name of the initial registered agent of this corporation at that address is: Joe Alvarez.

ARTICLE VII

DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial directors of this corporation are:

JOE ALVAREZ
16420 SW 144th Avenue
Miami, Florida 33177

SANDRA CARIDAD ALVAREZ
16420 SW 144th Avenue
Miami, Florida 33177

ARTICLE VIII

OFFICERS

The initial officer of the corporation shall be:

SANDRA CARIDAD ALVAREZ	President/Secretary
JOE ALVAREZ	Vice President/Treasurer

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

SANDRA CARIDAD ALVAREZ
16420 SW 144th Avenue
Miami, Florida 33177

ARTICLE X

The address of the corporation shall be:

16420 SW 144th Avenue
Miami, Florida 33177

ARTICLE XI

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

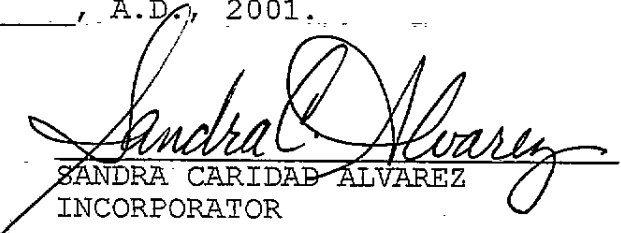
Upon receipt by the Secretary of State.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 30th day of October, A.D., 2001.


SANDRA CARIDAD ALVAREZ
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 30th day of OCTOBER, A.D., 2001, before me, a Notary Public for the State of Florida the undersigned officer personally appeared SANDRA C. ALVAREZ, known to me to be the person whose name is subscribed to in the within instrument, and acknowledges he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires:

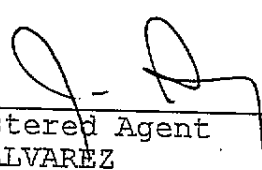


Michelle M Schechner
My Commission DD039310
Expires July 04, 2005

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 30th day of OCTOBER, 2001.



Registered Agent
JOE ALVAREZ

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