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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BOYS OR GIRLS CORPORATION  
(Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #) 400005694364--6  
-06/16/02--01046--001

3. \_\_\_\_\_ (Corporation Name) (Document #) \*\*\*\*\*78.75 \*\*\*\*\*78.75

4. \_\_\_\_\_ (Corporation Name) (Document #)

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 02 JUN -6 AM 11:44  
 SECRETARY OF STATE  
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 02 JUN -6 AM 10:29  
 DEPARTMENT OF STATE  
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*[Handwritten signature]*

Examiner's Initials

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
Of  
**BOYS OR GIRLS CORPORATION**

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of Corporation.

**ARTICLE I**

**NAME**

The name of this Corporation shall be: **BOYS OR GIRLS CORPORATION.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, biz: Gender Selection Services.

To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and building belonging to or be acquired by this company or any other person, firm or corporation.

- a) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.
- b) To subscribed for, purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all

rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

c) To acquire, hold, undertake and fully exploit the good will, property rights, franchise and assets of every kind, and the liabilities of any persons, firm association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

d) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limits as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

e) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

f) To conduct business and operations and to have one or more offices and holds, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any and all foreign countries.

g) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize up as owner, agent, broker or factor all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certification of interest, participation certificates, voting trusts, certificates evidencing shares of or interest in common law trusts, trusts and trust estates of associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other investments, securities and rights to investigate and report with respect to, and to undertake, carry on, aid, assist or

participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

h) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the corporation.

i) To do any and all things, and everything necessary for the accomplishments of the objects enumerated in these Article of Incorporation or any amendment hereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

### **ARTICLE III**

#### **CAPITAL STOCK**

The capital stock of this corporation shall be 500 shares \$1.00 par value, common stock. This stock shall have full voting rights, preemptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders, of record, at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE IV**

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

**ARTICLE V**

**CORPORATE EXISTENCE**

The corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

**PRICIPAL PLACE OF BUSINESS**

The principal place of business of said corporation shall be: 13 South Poinciana, Apt. #9, Miami Springs, Fl 33166.

With the privilege of having branch offices at other places within or without the State of Florida.

**ARTICLE VII**

**NUMBER OF DIRECTORS**

The number of Directors of this corporation shall be not less than 2 no more than 3.


**ARTICLE VII**

**REGISTERED AGENT AND OFFICE**

The registered agent of this Corporation shall be: Victor Hugo Rams, Jr.  
and the registered office shall be at: 5840 West Flagler Street, #1, Miami, Florida 33144

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act, relative to keeping open said office.

  
Registered Agent *Victor H. Lewis, Jr.*

**ARTICLE IX**

**DIRECTORS**

The name and post office addresses of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME: Miguel Brun

ADDRESS: 13 South Poinciana,  
Apt. #9, Miami Springs, FL 33166.

**ARTICLE X**

**SUBSCRIBERS**

NAME: Miguel Brun

ADDRESS: 13 South Poinciana,  
Apt. #9, Miami Springs, FL 33166.

**ARTICLE XI**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by Statute by or set out in the Corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this corporation shall have the power to make or amend the By-Laws to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due to them for any indebtedness of such members of the corporation.

**ARTICLE XII**

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article X hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

IN WITNESS WHEREOF, WE, the undersigned, being each of the original subscribers to the capital stock herein above named, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this, the 22 day of May, 2002.

Witnesses

Name of Witness

Name of Witness


(SEAL)

(SEAL)

STATE OF FLORIDA)  
COUNTY OF DADE)

Before Me, the undersigned authority, personally appeared Miguel Vizcaino BRUN  
FDL 0650-558-41-3890 and \_\_\_\_\_ who produced the  
following identification or who are known to me to be described in and who executed the foregoing  
Articles of Incorporation, and who, after being by me first duly sworn, an oath, depose, say and do  
acknowledge before me, that the said Articles are the act and deed of the signers respectively and  
respectfully, and the facts and matters therein set forth are true and correct.

Witness my hand and official seal at Miami, Dade County, Florida, this \_\_\_ day of \_\_\_\_\_  
2002.

 Gwendolyn Ramirez  
My Commission DD106878  
Expires April 7, 2006

  
\_\_\_\_\_  
Notary Public

My commission expires:

**FILED**  
02 JUN -6 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA