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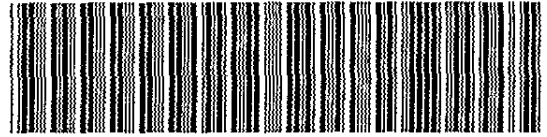
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ABEL & HALLERAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

LARRY S. ABEL & ASSOCIATES P.A.
ROBERT B. HALLERAN & ASSOCIATES P.A.

1920 E. HALLANDALE BEACH BLVD., SUITE 803
HALLANDALE BEACH, FLORIDA 33009

TEL 954 458 7600 FAX 954 458 7777

MERRILEE EHRLICH, ESQ.
OF COUNCIL

200 S.E. 6TH STREET, SUITE 300
FT LAUDERDALE, FLORIDA 33301

TEL 954 467 7475 FAX 954 763 5299

December 11, 2002

Secretary of State
Division of Corporations
P.O. 6327
Tallahassee, FL 32314

RE: Aventura For Kids, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation. Please file the original and forward the copy to our office. We have enclosed our check in the amount of \$78.75, for the filing fee, as well as a self-addressed pre-stamped envelope for your mailing convenience.

Thank you for your attention regarding this matter.

Very truly yours,



Robert B. Halleran, Esq.

RBH:sh

Encl.

ARTICLES OF INCORPORATION
OF
AVENTURA FOR KIDS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is **AVENTURA FOR KIDS, INC.**

ARTICLE II

NATURE OF BUSINESS

The nature of this business is to transact any and all activities legally permissible under the laws of the State of Florida or the United States, either by statute or as may exist by common law at the time of the filing of these Articles or as may be extended from time to time.

ARTICLE III

AUTHORIZED SHARES

The capital stock authorized the par value thereof, and the characteristics of such stocks shall be of follows:

1,000 shares at a \$1.00 par.

The capital stock may be paid for in money, property, labor or other services, at a just value to be fixed by the

incorporators or by the directors at a meeting calling for such purpose.

ARTICLE IV

INITIAL CAPITAL

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

ARTICLE V

TERMS OF EXISTENCE

This Corporation is to exist perpetually unless sooner dissolved by law.

ARTICLE VI

INITIAL STREET ADDRESS

20533 Biscayne Blvd., Suite 203
Aventura, FL 33180

ARTICLE VII

DIRECTOR(S)

This corporation shall have one (1) director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having

heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE VIII

INITIAL DIRECTOR

The name and post office addresses of the members of the first Board of Directors:

PRESIDENT/VICE PRES./SECY./TREASURER:

**DENNIS HOLOBER
20533 Biscayne Blvd., Suite 203
Aventura, FL 33180**

ARTICLE IX
INCORPORATORS

The name and post office address of each incorporator to these Articles of Incorporation is:

DENNIS HOLOBER
20533 Biscayne Blvd., Suite 203
Aventura, FL 33180

ARTICLE X
AMENDMENT

The Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XI
DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be the date of filing.

ARTICLE XII
RESIDENT AGENT DESIGNATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **AVENTURA FOR KIDS, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Hallandale Beach, Florida has named **ROBERT B. HALLERAN, ESQUIRE**, as its agent to accept service of process within this State. Resident Agent's address: 1920 East Hallandale Beach Boulevard, Suite 803, Hallandale Beach, Florida 33009.

