

Mar. 8. 2006 4:10 PM

No. 5287 Page 1 of 1

P05000167505

Florida Department of State
Division of Corporations
Public Access System

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.

((H06000062108 3)))

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) 203-0380

From:
Account Name : W. MORGAN SPEER, P.A.
Account Number : I20010000254
Phone : (561) 655-9478
Fax Number : (561) 655-9479

RECEIVED

06 MAR -8 AM 8:00

DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR -8 PM 4:05

COR AMND/RESTATE/CORRECT OR O/D RESIGN

KIDS EXPRESS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

Restated Art.

03/09/06

Mar. 8. 2006 4:16PM

No. 6287¹⁴ P. 1⁶⁸



March 8, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KIDS EXPRESS, INC.
2890 SW 22 CIRCLE 24-D2
DELRAY BEACH, FL 33445

SUBJECT: KIDS EXPRESS, INC.
REF: P05000167505

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.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Attn. #: HQ6000062108
Letter Number: 506A00016157

Mar. 8. 2006 4:16PM
(((H06000062108 3)))

No. 6287

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR -8 PM 4:05

**ARTICLES OF RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
KIDS EXPRESS, INC.**

Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, Kids Express, Inc., a corporation organized and existing under the laws of Florida, hereby adopts the following Restated Articles of Incorporation.

**ARTICLE I
Name**

The name of the corporation is KIDS EXPRESS, INC. (the "Corporation"). The mailing address and the street address of the Corporation's initial principal office is 2890 S.W. 22 Circle, Suite 24-D2, Delray Beach, Florida 33445.

**ARTICLE II
Purpose and Powers**

This Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as such laws may be amended from time to time. This Corporation shall have and exercise any and all power that corporations have and may exercise under the laws of the state of Florida, specifically including the provisions of Section 607.0302, Florida Statutes, as amended from time to time, except such powers as are inconsistent with the express provisions of these Articles of Incorporation or By-Laws.

**ARTICLE III
Authorized Shares**

A. The total number of shares that the Corporation is authorized to issue and have outstanding at any given time is one thousand (1,000) shares of common stock with a par value of \$1.00 per share. No preferences, qualifications, limitations, restrictions

(except transfer restrictions applicable to all shares), or special rights, other than those provided by law, shall exist with respect to any of the shares of the Corporation or any of the holders of such shares.

B. The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than the permitted numbers of shareholders allowed under Section 1361 of the Internal Revenue Code of 1986, as amended (the "Code"), (or its successor section) for those corporations qualifying as a small business corporation (Subchapter S-Corporation). The Corporation may not issue any shares of stock to any shareholder which is not qualified to hold such shares in a corporation qualifying as a small business corporation (Subchapter S-Corporation) under Section 1361 to the Code.

C. Except as otherwise prohibited hereunder, at any time and from time to time when authorized by resolution of the Board of Directors and with the approval of its stockholders holding a majority of the outstanding shares of common stock, the Corporation may issue or sell any shares of its capital stock, whether out of the unissued shares authorized by the Articles of Incorporation of the Corporation as originally filed (the "Articles") or by any amendment of the Articles, or out of shares of its stock acquired after the issue. The Corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the Corporation including cash, promissory notes, services performed or promises to perform services evidenced by a written contract. In the absence of actual fraud in the transaction, the determination of the directors of the Corporation as to the adequacy of the consideration received or to be received for shares shall be conclusive. All stock, when

issued, shall be fully paid, and non-assessable.

ARTICLE IV
Restrictions Related to the Issuance of Shares

Except as permitted under Paragraph D of Article VI, the Corporation shall have authority to issue its shares only to the sole incorporator and to purchasers from the Corporation. The Corporation shall not issue more than forty-nine percent (49%) of its authorized shares to any purchaser who is not the sole incorporator, nor more than fifty-one percent (51%) of its shares to the sole incorporator (referred to in the Articles as the "Subscriber").

ARTICLE V
Preemptive Rights

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock that the Corporation may issue or sell, and whether or not of unissued shares authorized by the Articles or by any amendment of the Articles or out of shares of stock of the Corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the Corporation; or

(2) Any obligation that the Corporation may issue or sell which is attached or pertinent to any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock.

ARTICLE VI
Restrictions Related to Transfer of Shares

A. Except as otherwise agreed upon under the terms of a valid and existing shareholder's agreement complying with Section 807.0732, Florida Statutes, as amended,

no shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the value determined by an appraisal or such value as agreed upon from time to time by the holders of a majority of the issued and outstanding shares, whichever is greater. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to the Corporation at its principal place of business and remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, then the shareholder shall have the right to dispose of his or her shares as provided under, Paragraph D, below.

B. Except as otherwise agreed upon under the terms of a valid and existing shareholder's agreement complying with Section 607.0732, Florida Statutes, as amended, on the death of any shareholder, the Corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on such terms as are set forth in Paragraph A, above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

C. Each share certificate issued by the Corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

D. Except as otherwise agreed upon under the terms of a valid and existing shareholder's agreement complying with Section 607.0732, Florida Statutes, as amended, in the event a shareholder desires to sell his or her shares of stock and the Corporation

fails or refuses to make satisfactory arrangements for the purchases of such shares, as provided in Paragraph A, above, he or she must first offer them for sale to the remaining shareholders, it being the intention to give the remaining shareholders a preference in the purchase of such shares. Any attempted sale in violation of this provision shall be null and void. A shareholder desiring to sell his or her stock shall file notice in writing of his or her intention with the secretary of the Corporation, stating the terms of sale, and unless his or her terms are accepted by any or all of the other stockholders within sixty (60) days, they shall be deemed to have waived their privilege of purchasing and such shareholder shall have the right to sell to anyone else, subject to the approval of the holders of a majority of the issued and outstanding shares, except to a prospective shareholder which is not permitted to hold shares in a corporation qualifying as a small business corporation under Section 1361 of the Code.

ARTICLE VII
Annual Distribution Related to S-Corporation Status

At least annually, following the close of each fiscal year, the Corporation shall distribute to the shareholders, pro rata as their interests may appear, an amount in cash equal to that certain percent of the sum of (i) the net ordinary income or loss plus (ii) the net capital gain or loss recognized by the Corporation during the preceding fiscal year, as shall be determined by two-thirds (2/3rds) of the holders of the issued and outstanding shares of the Corporation. These distributions shall be made only on or before March 15 of the year following the fiscal year for which the distributions are being made. The Corporation may make interim distributions on the basis of the estimated income to be recognized by the Corporation during the fiscal year at any time or times during the fiscal year as the shareholders holding a majority of the issued and outstanding shares shall

agree to be appropriate. All of the distributions to shareholders shall be made only out of the income and surplus legally available and to the extent otherwise permitted by law.

ARTICLE VIII
Term of Existence

The term of existence of this Corporation is perpetual.

ARTICLE IX
Incorporator

The name and address of the incorporator is:

Eugenia E. Noble
2890 S.W. 22 Circle 24-D2
Delray Beach, FL 33445

ARTICLE X
Registered Office

The street address of the Corporation's registered office and name of its registered agent at such address is as follows:

Eugenia E. Noble
2890 S.W. 22 Circle 24-D2
Delray Beach, FL 33445

ARTICLE XI
Initial Board of Directors

There shall be two (2) members of the Board of Directors of the Corporation. The number of members of the Board of Directors may be increased or decreased from time to time, except that the number of members of the Board of Directors shall never be less than one (1), and never more than six (6). The method of election of members to the Board of Directors shall be as stated in the By-Laws. The names and addresses of the initial Board of Directors are:

Eugenia E. Noble
2890 S.W. 22 Circle 23-D2
Delray Beach, FL 33445

Winston W. Shutt
5550 Rico Drive
Boca Raton, FL 33487


ARTICLE XII
Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws adopted by the Corporation, by agreement, vote of disinterested members of the Board of Directors or otherwise.

ARTICLE XIII
Amendments

These Articles of Incorporation may be amended by resolution of the Board of Directors, who shall recommend the proposed amendment or amendments to the shareholders and which shall be approved by the holders of a majority of the shares outstanding at a regular or special meeting of shareholders or by written consent thereof.

IN WITNESS WHEREOF, I have subscribed my name as President of the Corporation this 8 day of March, 2006.


Eugenia E. Noble, President
KIDS EXPRESS, INC.

Mar. 8. 2006 4:18PM
(((H06000062108 3)))

No. 6287 P. 10

CERTIFICATE

I, **Eugenia E. Noble**, do hereby certify that I am the President of **KIDS EXPRESS, INC.**, a Corporation organized and existing under the laws of the state of Florida (the "Corporation"), and I further certify that:

FIRST: The Name of the Corporation is **KIDS EXPRESS, INC.**

SECOND: The forgoing Articles of Restatement do not contain amendments to the Articles of Incorporation requiring shareholder approval, and the Board of Directors has adopted the Restatement.

IN WITNESS WHEREOF, I have subscribed my name as the President of the Corporation this 8th day of March, 2006.

/s/ Eugenia E. Noble
Eugenia E. Noble, President
KIDS EXPRESS, INC.