

FROM : LAZARUS  
Division of Corporations

FAX NO. : 3052201440

Oct. 03 2006 10:54 AM (FILED)  
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Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**BABIES RESORT & KIDS ACADEMY, INC.**

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**ARTICLES OF INCORPORATION  
OF  
BABIES RESORT & KIDS ACADEMY, INC.**

**ARTICLE I**

**NAME:**

The name of this corporation is: **HABIES RESORT & KIDS  
ACADEMY, INC.**

**ARTICLE II**

**PURPOSE:**

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

**ARTICLE IV**

**PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE V**

**RESTRICTIONS ON TRANSFER OF SHARES**

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section

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607.0627 of the Florida Business Corporation Act, as presently enacted.

**ARTICLE VI**

**PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office, and mailing address of the Corporation is:  
782 N.W. LeJeune Centre, Suite 440, Miami, FL 33126, and the Registered  
Agent is: CARMEN G. AMADOR, at 782 N.W. LeJeune Centre, Suite 440,  
Miami, FL 33126.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws.

This corporation reserves the rights granted by Section 607.0732(1)(a) of the Florida Statutes, as presently enacted, of eliminating the board of directors or of restricting its discretionary powers.

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these articles is:

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**Name:**

Lisa Gutierrez

**Street Address:**1355 NW 143<sup>rd</sup> Avenue  
Pembroke Pines, Florida 33028**ARTICLE IX****OFFICERS**

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

A duly appointed officer of this corporation may appoint one or more assistant officers to help the officer so-appointing in such officer's functions.

**ARTICLE X****BY-LAWS**

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this

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corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

**ARTICLE XI**

**PROCEDURE IN CASE OF DEADLOCK**

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant the other party may petition the Miami-Dade County Bar Association and/or the Miami-Dade County CPA Association, to nominate, in the stead of the non-nominating party, an attorney or certified public accountant, and the attorney or any certified public accountant so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article. The parties in deadlock shall have thirty days, from the date of the deadlock, to nominate the

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attorney or certified public accountant, pursuant to the foregoing.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

**ARTICLE XII**

**DATE OF COMMENCEMENT**

The effective date of this corporation is the date of filing by the Secretary of State.

**IN WITNESS WHEREOF**, the undersigned incorporators has executed the Articles of Incorporation, this 18<sup>th</sup> day of August, 2006.

  
Lisa Gutierrez

State of Florida       )  
                              ) SS  
County of Miami-Dade )

**BEFORE ME**, the undersigned authority, personally appeared **LISA GUTIERREZ**, Who produced LISA GUTIERREZ LICENSE as identification

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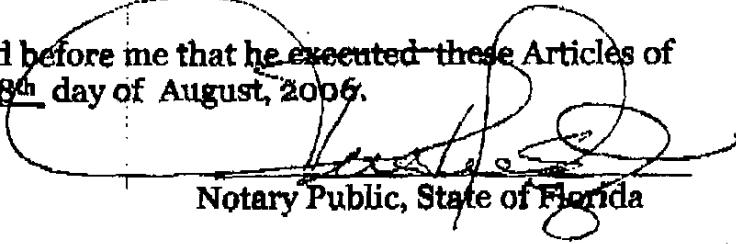
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and he acknowledged before me that he executed these Articles of  
Incorporation, this 18<sup>th</sup> day of August, 2006.

  
Notary Public, State of Florida

My commission expires:



Isolina Rodriguez  
My Commission DD274612  
Expires December 14, 2007

**REGISTERED AGENT**

**HAVING BEEN NAMED** to accept service of process for the above  
stated corporation at the place designated above, I hereby agree to act in this  
capacity and I further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

  
**REGISTERED AGENT**  
CARMEN G. AMADOR

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