

P950000 32392

FRIEDMAN & OSHINSKY, P.A.

1150 E. HALLANDALE BEACH BOULEVARD, SUITE A
HALLANDALE, FLORIDA 33009-4432

ROBERT J. FRIEDMAN
LEONARD OSHINSKY
ALSO ADMITTED IN CONN.

TELEPHONE:
BROWARD (305) 438-4651
DADE (305) 945-8869
TELECOMER (305) 438-4944

PLEASE REPLY TO:
P.O. BOX 129
HALLANDALE, FLORIDA 33008-0129

April 19, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

600001462486
-04/21/95--01068--007
****122.50 ****122.50

Re: The Vinery Ltd., Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation regarding the above-named corporation. Also enclosed please find our check in the amount of \$122.50 representing the following:

| | |
|----------------------|--------------|
| Filing fee | 35.00 |
| Registered Agent fee | 35.00 |
| Certified copy | <u>52.50</u> |

\$122.50

Please file the original Articles and return one (1) certified copy to this office.

Thank you for your cooperation in this matter.

Very truly yours,

Leonard Oshinsky

LEONARD OSHINSKY

LO:jc
Encl.
jcl8273

SDC

97-10-21 AM 6:45

ARTICLES OF INCORPORATION
OF
THE VINERY LTD., INC.

The undersigned, as Subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the state of Florida.

ARTICLE I. NAME: The name of the corporation is THE VINERY LTD., INC.

ARTICLE II. PURPOSES AND POWERS OF THE CORPORATION: The corporation may engage in any business or activity permitted under the laws of the United States of America and the state of Florida.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One and no/100ths (\$1.00) Dollar.

ARTICLE IV. TERMS OF EXISTENCE: The corporation is to exist perpetually.

ARTICLE V. DIRECTORS: The corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the shareholders but the number of directors shall never be less than one (1).

ARTICLE VI. FIRST BOARD OF DIRECTORS: The name and post office address of the members of the first board of directors is:

MARC L. CUMMIS, 2420 N.W. 67 St., Boca Raton, FL 33496

DEE M. CUMMIS, 2420 N.W. 67 St., Boca Raton, FL 33496

ARTICLE VII. SUBSCRIBER: The name and post office address of the subscriber to these Articles of Incorporation is as follows:

LEONARD OSHINSKY, ESQ., 1150 E. Hallandale Beach Blvd., Suite A, Hallandale, FL 33009

ARTICLE VIII. AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX. CONTRACTS: No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation may be officers or directors of, or have any other interest in, the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

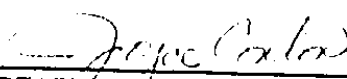
ARTICLE X. ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT: The initial post office address of the principal office of the corporation is 2420 N.W. 67 St., Boca Raton, FL 33496 and the post office address of the registered office is 1150 E. Hallandale Beach Blvd., Suite A, Hallandale, FL 33009 and the registered agent is LEONARD OSHINSKY.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of April,
1995.

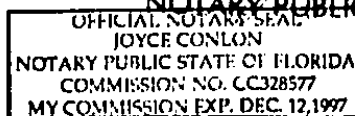

LEONARD OSHINSKY

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 19th day
of April, 1995 by LEONARD OSHINSKY, who is personally known to me or who produced
_____ as identification.


NOTARY PUBLIC, State of Florida

My Commission expires:



ACKNOWLEDGEMENT OF REGISTERED AGENT

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


LEONARD OSHINSKY

jc18272

1995 APR 19 PM 4:45

P95000032392

LAW OFFICE OF
LEONARD OSHINSKY, P.A.
1130 E. HALLANDALE BEACH BLVD., SUITE A
HALLANDALE, FLORIDA 33009-4432

LEONARD OSHINSKY
ADMITTED IN FLORIDA AND CONNECTICUT

TELEPHONE
BROWARD (954) 400-4001
DADE (305) 940-0000
TELECOPIER (954) 400-4044

September 17, 1996

PLEASE REPLY TO:
P.O. BOX 139
HALLANDALE, FLORIDA 33009-0139

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

100001962681
-10/02/96--01029--036
*****35.00 *****35.00

Re: The Vinery, Ltd., Inc. name change to
Banyans Kids, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Amendment regarding the above-named corporation. Also enclosed please find our check in the amount of \$35.00 representing the filing fee for same.

Please file the original Articles and return the enclosed copy to this office indicating the date on which the Articles are filed.

Thank you for your cooperation in this matter.

Very truly yours,

Leonard Oshinsky
LEONARD OSHINSKY

LO:jc
Encl.
jc21430

FILED
96 SEP 30 AM 9:36
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NC
714 SEP 30 1996

LAW OFFICES OF
LEONARD OSHINSKY, P.A.
1150 E. HALLANDALE BEACH BLVD., SUITE A
HALLANDALE, FLORIDA 33009-0433

LEONARD OSHINSKY
ADMITTED IN FLORIDA AND CONNECTICUT

TELEPHONE:
BROWARD (954) 455-4451
DADE (305) 945-8889
TELECOPIER (954) 455-4944

PLEASE REPLY TO:
P.O. BOX 139
HALLANDALE, FLORIDA 33009-0139

September 24, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Attn: Thelma Lewis

Re: The Vinery, Ltd., Inc. name change to
Banyans Kids, Inc.

Dear Ms. Lewis:

Pursuant to your telephone conversation with my office, enclosed please find this firm's check in the amount of \$35.00 representing the filing fee with regard to the above referenced matter which was inadvertently omitted from our initial correspondence.

Thank you for your help in this regard.

Very truly yours,

Leonard Oshinsky
LEONARD OSHINSKY

LO:jc
Encl.
jc21468

**ARTICLES OF AMENDMENT OF
THE VINERY LTD., INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 AM 9:34

The undersigned, as president and secretary, respectively, of THE VINERY, LTD., INC., a Florida corporation, hereby file these Articles of Amendment to the Articles of Incorporation of THE VINERY LTD., INC., and state:

- A. The name of the corporation is THE VINERY LTD., INC.
- B. The name of the corporation is hereby amended to BANYANS KIDS, INC.
- C. The amendment was adopted by resolution of all of the directors and shareholders of the corporation on the 9th day of September, 1996.

MARC L. CUMMIS, President

DEE M. CUMMIS, Secretary

STATE OF FLORIDA
Palm Beach
COUNTY OF ~~DADE~~ *BRADFLD*

BEFORE ME, the undersigned authority, personally appeared MARC L. CUMMIS and DEE M. CUMMIS, who, as indicated below, are either personally known to me to be the persons described in and who executed the foregoing instrument as president and secretary, respectively, of the above-named THE VINERY LTD., INC., a Florida corporation, or who produced the identification noted and who severally acknowledged before me that they executed such instrument as president and secretary, respectively, of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority and that said instrument is the free act and deed of said corporation.

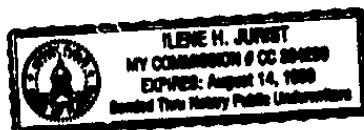
WITNESS my hand and official seal in the County and State aforesaid this 9th day of September, 1996.

- [] Personally known to me
- [☒] Produced identification

Florida Drivers Lic
(Type of I.D.)
Gene H. Jurist
NOTARY PUBLIC
State of Florida

My Commission expires:

jc21348



LAW OFFICES OF
LEONARD OSHINSKY, P.A.
1150 E. HALLANDALE BEACH BLVD, SUITE A
HALLANDALE, FLORIDA 33009-4432

LEONARD OSHINSKY
ADMITTED IN FLORIDA AND CONNECTICUT

TELEPHONE:
BROWARD (954) 458-4651
DADE (305) 945-8869
TELECOPIER (954) 458-4944

PLEASE REPLY TO:
P.O. BOX 129
HALLANDALE, FLORIDA 33008-0129

P95000032392
October 13, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Banyans Kids, Inc.

800002321478-18
10/16/97 01016-012
*****35.00 *****35.00

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Amendment regarding the above-named corporation. Also enclosed please find our check in the amount of \$35.00 representing the filing fee for same.

Please file the original Articles and return the enclosed copy to this office indicating the date on which the Articles are filed.

Thank you for your cooperation in this matter.

Very truly yours,

Leonard Oshinsky
LEONARD OSHINSKY

LO:jc
Encl.
jc23612

N.C.
10-17-97
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 16 1997

**ARTICLES OF AMENDMENT OF
BANYANS KIDS, INC.**

The undersigned, as president and secretary, respectively, of BANYANS KIDS, INC., a Florida corporation, hereby file these Articles of Amendment to the Articles of Incorporation of BANYANS KIDS, INC., and state:

- A. The name of the corporation is BANYANS KIDS, INC.
B. The name of the corporation is hereby amended to RAYMARC PROPERTIES, INC.

C. The amendment was adopted by resolution of all of the directors and shareholders of the corporation on the 3rd day of October, 1997.

MARC L. CUMMIS
MARC L. CUMMIS, President

DEE M. CUMMIS
DEE M. CUMMIS, Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared MARC L. CUMMIS and DEE M. CUMMIS, who, as indicated below, are either personally known to me to be the persons described in and who executed the foregoing instrument as president and secretary, respectively, of the above-named BANYANS KIDS, INC., a Florida corporation, or who produced the identification noted and who severally acknowledged before me that they executed such instrument as president and secretary, respectively, of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 3rd day of October, 1997.

[☒] Personally known to me

[☐] Produced identification

(Type of I.D.)

Robert S. Wayne
NOTARY PUBLIC
State of Florida

My Commission expires:

jc23611



ROBERT S. WAYNE
MY COMMISSION # CC388777 EXPIRES
July 4, 1998
BONDED THRU TROY FARM INSURANCE, INC.

LEONARD GINSKY, P.A.
110 S. HALLANDALE BOULEVARD, SUITE A
HALLANDALE, FLORIDA 33455-0102

LEONARD GINSKY
ATTORNEY AT LAW AND ACCOUNTANT

P95000032392
OCT 17, 1997

TELEPHONE
HALLANDALE 954-431-4311
HALLANDALE 954-431-4312
TELEFAX 954-431-4313

PLEASE REMIT TO:
PER DEBIT
HALLANDALE, FLORIDA 33455-0102

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Banyans Kids, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Amendment regarding the above-named corporation. Also enclosed please find our check in the amount of \$35.00 representing the filing fee for same.

Please file the original Articles and return the enclosed copy to this office indicating the date on which the Articles are filed.

Thank you for your cooperation in this matter.

Very truly yours,

Leonard Ginsky
LEONARD GINSKY

LO:jc
Encl.
jc23612

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 16 PM 2:58

N.C.
10-17-97
CC

ARTICLES OF AMENDMENT OF
BANYANS KIDS, INC.

The undersigned, as president and secretary, respectively, of BANYANS KIDS, INC., a Florida corporation, hereby file these Articles of Amendment to the Articles of Incorporation of BANYANS KIDS, INC., and state:

- A. The name of the corporation is BANYANS KIDS, INC.
B. The name of the corporation is hereby amended to RAYMARC PROPERTIES, INC.
C. The amendment was adopted by resolution of all of the directors and shareholders of the corporation on the 3rd day of October, 1997.

MARC L. CURNIS, President

DEE M. CURNIS, Secretary

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared MARC L. CURNIS and DEE M. CURNIS, who, as indicated below, are either personally known to me to be the persons described in and who executed the foregoing instrument as president and secretary, respectively, of the above-named BANYANS KIDS, INC., a Florida corporation, or who produced the identification noted and who severally acknowledged before me that they executed such instrument as president and secretary, respectively, of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 3rd day of October, 1997.

☒ Personally known to me

☐ Produced identification

(Type of I.D.)

Robert S. Wayne
NOTARY PUBLIC
State of Florida

My Commission expires:

jc23611



ROBERT S. WAYNE
NOTARY PUBLIC
STATE OF FLORIDA