

Arthur J. Green, P.A.
Attorney at Law

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1801 University Drive
Coral Springs, FL 33071

Suite 208
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June 23, 1995

95000055387

Secretary of State
Division of Corporations
The Capitol
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

300001538773
-07/17/95--01030--020
***122.50 ***122.50

Re: Kidswest & Co., Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-entitled corporation as well as a check in the amount of the filing fee.

Upon the filing of the Articles of Incorporation, please forward a certified copy to this office for our records.

Very truly yours,

Donna Hughes

Donna Hughes, Secretary
Arthur J. Green, Esquire

Enclosure

JUL 18 1995

BSB

FILED
95 JUL 17 PM 12:11
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
KIDSWEST & CO., INC.

FILED
95 JUL 17 PM 12:11
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this incorporation is KIDSWEST & CO., INC. The mailing address of this Corporation is 4365 North University Drive, Sunrise, FL 33351.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL RESIDENT OFFICE AND AGENT

The street address of the initial resident office of this corporation is 1801 University Drive, Coral Springs, Florida 33071, and the name of the initial Resident Agent of this corporation at that address is ARTHUR J. GREEN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The name and address of the initial director is:

Arthur Caruana
4365 North University Drive
Sunrise, FL 33351

ARTICLE VII - INCORPORATOR

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

Arthur Caruana
4365 North University Drive
Sunrise, FL 33351

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following Shareholder in the amount set opposite his name:

ARTHUR CARUANA	500
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Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. the price and terms of which, and the time within which such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by majority of stockholders.

The name and address of the initial director is:

Arthur Caruana
4365 North University Drive
Sunrise, FL 33351

ARTICLE VII - INCORPORATOR

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

Arthur Caruana
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ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by majority of stockholders.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XII - SHAREHOLDERS MEETING REQUIRED

Any section of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTOR QUORUM AND VOTING

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the directors present, shall be the act of the Board of Directors.

ARTICLE XVI - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVII - INDEMNIFICATION

The corporation shall indemnify any officer or director of any former officer or director, to the full extent permitted by law

ARTICLE XVIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 23 day of June, 1995.


ARTHUR CARUANA

STATE OF FLORIDA :
:SS
COUNTY OF BROWARD :

I HEREBY CERTIFY, that on this day before me, an officer duly authorized to take acknowledgments, personally appeared, ARTHUR CARUANA, to me well known (or who produced the following identification) known to me, and who stated on oath that he is the person described in and who executed the foregoing instrument for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid, this 23 day of June, 1995.

My commission expires: 3-18-97


Notary Public, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT KIDSWEST & CO., INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

SUNRISE, FLORIDA, HAS NAMED ARTHUR J. GREEN
(CITY) (STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 1801 UNIVERSITY DRIVE
(STREET ADDRESS OF RESIDENT AGENT)

CITY OF CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

Signature


ARTHUR CARUANA

Title

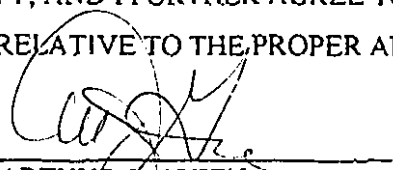
PRESIDENT

Date

June 23, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature


ARTHUR J. GREEN

Date

June 23, 1995

FILED
JUL 17 PM 12:11
CLERK OF COURT
JUL 17 1995