

P95000059345

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -1 PM 3:24

W95-15336

AL 8/1/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN
Will Pick Up _____

RE: Baby Bouncer Recalls

05 August 1995

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 20, 1995

CAPITAL CONNECTION
POST OFFICE BOX 10349
TALLAHASSEE, FL 32302

The name BABY BOOMERS RESOURCES, INC. has been reserved for 120 days beginning July 20, 1995. The reservation number is R95000003250 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 095A00034793



FLORIDA DEPARTMENT OF STATE

July 31, 1995

Sandra B. Mortham
Secretary of State

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: BABY BOOMERS RESOURCES, INC.
Ref. Number: W95000015336

We have received your document for BABY BOOMERS RESOURCES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout 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 (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 195A00036096

Corrected

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

**ARTICLE I
NAME**

The name of the corporation shall be:

BABY BOOMER RESOURCES, INC.

We, the undersigned, do grant this corporation the right to use the above-referenced name, which is close to the name reserved on our behalf under Reservation number: R95000003250, conferred in Letter number: 095A00034793, a copy of which is filed herewith.

**ARTICLE II
GENERAL NATURE OF THE BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.
- b. To subscribe for purchase, invest in, hold, own, assign, pledge and otherwise dispose of share of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations and other corporations, whether domestic or foreign, and to exercise in respect of

any such shares of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

c. To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

d. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

e. In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

f. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

g. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent broker, or factor, all forms of securities, including stocks, bonds, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or re-organization of financial, commercial, mercantile manufacturing, industrial or other business concerns, firms, association and corporation; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

h. To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

i. To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of

Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III CAPITAL STOCK

The capital stock of this corporation shall be One Thousand shares, par value \$1.00, common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends and shall be issued fully paid and non-assessable. The Stock shall be restricted as to transfer as follows:

No stockholder of this corporation shall be permitted to sell his or her stock without the written, unanimous consent of the Board of Directors. This paragraph shall be printed on all stock certificates issued by this corporation.

ARTICLE IV TRANSFER OF INTEREST OF DIRECTOR UPON DEATH

Should any voting Director of the corporation die within the first 365 days after these Articles of Incorporation are approved by the State of Florida, the corporation shall be entitled to purchase the entire interest of the deceased voting Director in the corporation, including, but not limited to stock certificates, in return for the sum of \$1,000.00, which is hereby agreed to be the fair value of such interest. As soon as practicable after the death, the corporation shall make known to the executor or personal representative of the deceased voting Director its intention to purchase the interest. The corporation will tender payment upon sufficient proof of representative status, and tender of all shares of stock owned by the deceased voting Director.

Should any voting Director of the corporation die between the 366th day after these Articles of Incorporation are approved by the State of Florida and three years after these Articles of Incorporation are approved by the State of Florida, the corporation shall be entitled to purchase the entire interest of the deceased voting Director in the corporation, including, but not limited to stock certificates, for a sum equal to one-half (1/2) the equitable value of the corporation. If the corporation has shown a net profit for the last complete fiscal year preceding the death, one-half (1/2) the equitable value of the corporation is agreed to be equal to the net profit of the corporation for that fiscal year; said sum to be payable together with simple interest at the prime rate, in five equal annual installments, beginning 180 days after the corporation is notified of the death. If the corporation has not shown a net profit for the last complete fiscal year preceding the death, one-half (1/2) the equitable value of the corporation, is agreed to be \$1,000.00, which is agreed to be payable 180 days after the corporation is notified of the death. The corporation shall not be obligated to pay any sum for the deceased voting Director's interest until sufficient proof of appointment as executor or personal representative, and all outstanding stock certificates owned by the deceased voting Director are tendered to the corporation.

ARTICLE V CAPITAL TO BEGIN BUSINESS

This corporation shall commence business with a minimum of five hundred dollars (\$500.00).

ARTICLE VI CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said corporation shall be at:

3416 Beacon Street
Pompano Beach, FL 33062

with the privilege of having branch offices at other places within or without the State.

**ARTICLE VIII
NUMBER OF DIRECTORS**

This Corporation shall have two voting directors, unless the current voting Directors vote unanimously to change the number of voting directors. By unanimous vote of the two voting Directors, the two voting directors may appoint any number of additional Directors to be non-voting, advisory Directors.

**ARTICLE IX
FIRST BOARD OF DIRECTORS**

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
Robert S. Levine, D.M.D. Voting Director	5821 Surrey Cir. West Davie, FL 33062
Anna M. Love Voting Director	3416 Beacon Street Pompano Beach, FL 33062

ARTICLE X
CHANGES TO CORPORATE DOCUMENTS

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the Corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The voting Directors of this Corporation shall have the power to make or amend the By-Laws and to determine any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI
BOARD OF DIRECTORS CONTROLS OFFICERS

The officers of the corporation shall be controlled by the voting members of the Board of Directors, and each resolution shall require the approval by majority vote of the voting directors before its adoption as a corporate act. In the event a majority of the voting members of the Board of Directors is unable to agree on a proposed corporate act, the voting members of the Board of Directors shall proceed as provided in the Corporate By-Laws.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this Corporation shall **not** have the right to assign or transfer any subscription of stock unless the Board of Directors unanimously approves, in

writing, the specific assignment or transfer proposed. Any person, or firm or corporation, who accepts said assignment or transfer, shall stand in lieu of the original incorporator he or she replaced, and assume and carry out all the rights, liabilities and duties entailed by said replaced subscriber, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment or transfer.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators of the corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals, this the 25th day of July, 1995.

WITNESSES

Robert S. Levine
Anna M. Love
Robert S. Levine
Anna M. Love
Robert S. Levine

Robert S. Levine (SEAL)
Robert S. Levine, President
Anna M. Love (SEAL)
Anna M. Love, Secretary-Treasurer

STATE OF FLORIDA)
) SS:
COUNTY OF Dade)

BEFORE ME, the undersigned authority, personally appeared Robert S. Levine, and Anna M. Love who

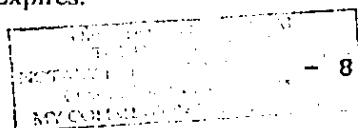
_____ are known to me,
☒ produced their Florida driver's licenses for identification,
_____ produced _____ for identification,

as the persons described in and who executed the foregoing Articles of Incorporation and who, after being by me first duly sworn, on oath, depose and say and do acknowledge before me, that the said Articles are the act and deed of the signers and the facts and matters therein set forth are true and correct.

Date: 7-28-95

Robert S. Levine
NOTARY PUBLIC, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING RESIDENT AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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BABY BOOMER RESOURCES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has assigned Susan C. Bergemann, Esq., as its agent to accept service of process within this State. Service may be directed to Susan C. Bergemann, Esq., at: The registered office address is 100 S.E. 2nd St., Suite 2600, Miami, FL 33131.
Mail: 18090 Collins Ave., #126 Principal Office: 100 S.E. 2nd St., Suite 2600, Miami, FL 33131

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

Susan C. Bergemann
Susan C. Bergemann

STATE OF FLORIDA)
COUNTY OF Dade) SS:

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared Susan C. Bergemann who presented her Florida driver's license for identification, and who executed the foregoing Certificate and acknowledged before me that she executed the foregoing Certificate Designating Resident Agent.

IN WITNESS WHEREOF, I set my hand and official seal in the County and State named above, this 28 day of July, 1995.

Date: 7-28-95

Notary Public
NOTARY PUBLIC, State of Florida

Produced ID: FLDL

My Commission Expires:

