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P.O.Box 39708  
Ft. Lauderdale, FL 33339  
July 22, 1996

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Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

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\*\*\*122.50 \*\*\*122.50

RE: FOURTH KID CONCEPTS, INC.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation, an original and one (1) copy of the Registered Agent's Consent, an original and one (1) copy of the Application for Employer Identification Number Form SS-4, an original and one (1) copy of the Election by a Small Business Corporation Form 2553. Also enclosed is a money order in the amount of \$122.50 to cover the filing fees for the above documents and the return of a certified copy of same.

Please return the certified copy and the Certificate of Incorporation with the filing date stamped on it along with the EIN number assigned and proof of Sub S status for the corporation. Thank you.

Sincerely,

  
Sue Ferguson  
Incorporator

7/22/96

# ARTICLES OF INCORPORATION FOR FOURTH KID CONCEPTS, INC.

## ARTICLE I - NAME

The name of the Corporation shall be Fourth Kid Concepts, Inc.

## ARTICLE II - PRINCIPLE OFFICE

The principal office of the corporation is 10719 S.W. 104th Street, Miami, Florida 33156.

## ARTICLE III - MAILING ADDRESS

The mailing address of the corporation is P. O. Box 39706, Fort Lauderdale, Florida 33339.

## ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 10719 S.W. 104th Street, Miami, Florida 33156, and the name of the initial registered agent at such address is Clarence Gomes. Either the registered office or the registered agent may be changed in a manner provided by law.

## ARTICLE V - DURATION

The corporation shall have perpetual existence.

## ARTICLE VI - PURPOSE

The purposes for which this corporation is formed are:

- a) To provide consulting services to individuals, companies, corporations, sole proprietorships, partnerships and/or any other entity desiring consultation regarding whatever type of business that entity happens to be engaged in performing be it including but not limited to general business office operations (clerical, bookkeeping, receptionist, management, document production, data entry, organizational functions, etc.) for any type of business including but not limited to wholesale distributors, retail shops, restaurants, professional offices (medical, legal, contractor, architectural,

interior design, land planning, real estate, etc.).

b) To carry on such other business as may be necessary, convenient or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not forbidden by law or by these articles of incorporation; and generally to do all acts reasonable and necessary for the furtherance of the foregoing business.

#### **ARTICLE VII - POWERS**

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise pursuant to the Florida statutes under which this Corporation is formed.

#### **ARTICLE VIII - CAPITAL STOCK**

##### **Section 1. Authorized Shares**

The total number of shares which this Corporation is authorized to issue is Three Hundred (300) shares; all three hundred (300) shares to be Common Stock of one dollar (\$1.00) par value.

##### **Section 2. Dividends**

Dividends are payable on the shares of Common Stock when and as declared, out of the unreserved earned surplus in equal amounts. Dividends on the common stock may be only in the form of cash.

##### **Section 3. Redemption**

a) The Corporation may, at the option of the Board of Directors, redeem all or any part of the outstanding Common Stock.

b) Such redemption may take place at any time, as determined by resolution of the Board of

Directors,

- c) The redemption price shall be one dollar (\$1.00) per share plus dividends accrued thereon.
- d) Notice of redemption shall be mailed at least thirty (30) days and not more than forty five (45) days prior to such redemption to holders of record of the stock to be redeemed at their addresses as they shall appear on the books of the corporation. Such notice shall contain the date and price of redemption, the manner in which redemption is to be effected, and the effect of such redemption on the rights of stockholders who fail to present their shares for redemption.
- e) If notice of redemption shall have been given as provided in section 3(d) above, and if, on or before the redemption date stated in the notice, the funds necessary for such redemption shall have been set aside, then from and after the designated redemption date, all rights with respect to such stock, including, but not limited to, the right to receive dividends and to vote at corporate meetings, shall cease, except only the right to receive payment for the shares called for redemption but without interest.
- f) The Board of Directors shall determine by resolution whether the common stock so redeemed shall be cancelled and retired or whether such stock may, from time to time, and in the discretion of the Board, be reissued.
- g) The Board of Directors shall have the power, to the extent permitting by law, to determine the sources of the funds to be used for redeeming such stock. However, the Corporation shall not exercise its right to redeem if the corporation is insolvent or would become insolvent as a result of such redemption.

Section 4. Liquidation

a) In the event of the voluntary liquidation, dissolution or other termination of the corporation, the holders of shares of the Common Stock shall be entitled only to cash payment of one dollar (\$1.00) per share, plus all accrued and unpaid dividends up to the date fixed for distribution, whether or not earned or declared.

b) In the event of the involuntary liquidation, dissolution or other termination of the corporation, the holders of the shares of the Common Stock shall be entitled only to cash payment of the par value of their shares, plus all accrued and unpaid dividends up to the date fixed for distribution, whether or not earned or declared.

**Section 5. Voting Rights of Stockholders.**

Each holder of the Common Stock shall be entitled to one (1) vote for each share of stock standing in his or her name on the books of the Corporation. At each election of directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him or her multiplied by the number of directors to be elected by the holders of the Common Stock.

**Section 6. Consideration for Shares**

The Common Stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the board of Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

**Section 7. Preemptive Rights**

Except as may otherwise be provided by the board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**Section 8. Stock Rights and Options.**

The corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or series, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

**ARTICLE IX - INITIAL CAPITOL**

The minimum amount of capital with which the corporation will commence business is three hundred dollars (\$300.00).

**ARTICLE X - REGULATION OF BUSINESS**

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

**Section 1. Management**

Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any,

as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

#### Section 2. Officers

The corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

#### Section 3. Contracts

No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director, or officer or are members, directors, or officers of such firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act, or transaction shall be affected or invalidated by the fact that any director or directors of the corporation is or are parties to or interested in such contract, act, or transaction or in any way connected with such person, firm, association, or corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or herself or any firm, association, or corporation in which he or she may in any way be interested.

## **ARTICLE XI: MANAGEMENT**

For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition, limitation, and regulation of the powers of the corporation and its directors and stockholders, it is further provided:

### **Section 1. Size of Board**

The number of directors shall be as specified in the By-Laws of the corporation, except as provided in Article VI, Section 5(b), of these Articles, and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of directors be less than one (1), Directors need not be stockholders.

### **Section 2. Powers of Board**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered:

- a) To make, alter, amend, and repeal the By-Laws, subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors.
- b) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the corporation, except as permitted by law, unless and until the stockholder makes a demand to inspect, giving at least five days' written notice to the Board.
- c) To authorize and issue, without stockholder consent, obligations of the corporation, secured



and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the corporation, including after-acquired property.

d) To determine whether any and, if so, what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus.

e) To fix, from time to time, the amount of the profits of the corporation to be reserved as working capital or for any other lawful purposes.

f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participation.

g) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and day exercise the powers of the Board.

h) To provide for the reasonable compensation of its own members by By-Law, and to fix the terms and conditions upon which such compensation will be paid.

i) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State

of Florida, of these Articles of Incorporation and the By-Laws of the corporation.

Section 3. Interested Directors

No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall with disclosure of the director's or directors' interest, be submitted for the approval or ratification "of" the stockholders.

**ARTICLE XII - RESTRICTIONS ON THE ISSUANCE OF  
STOCK RIGHTS AND OPTIONS**

The Board of Directors may not, without express approval of at least the majority of the then outstanding shares of the corporation at a meeting duly called for such purpose, create or issue rights or options entitling the holders thereof to purchase from the corporation shares of any class or series. Further, even upon such approval by the shareholders, the Board of Directors shall not create and issue such rights or options that shall provide for a price less than fifty percent (50%) of the then market value of such shares, determined by an independent certified public accountant of the

corporation, or upon terms that would permit the holder of such options or rights to pay the purchase price of such shares over a period longer than six months.

#### **ARTICLE XIII - INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

Names	Addresses
<u>Sue Ferguson</u>	<u>3850 Galt Ocean Drive, Ft. Lauderdale, FL 33310</u>

#### **ARTICLE XIV - SUBSCRIBERS**

The name and street address of each subscriber of these Articles of Incorporation are as follows:

Names	Addresses
<u>Sue Ferguson</u>	<u>3850 Galt Ocean Drive, Ft. Lauderdale, FL 33310</u>

#### **ARTICLE XV - PLACE OF MEETINGS; CORPORATE BOOKS**

Subject to the laws of the State of Florida the stockholders and the Directors shall have power to hold their meetings, and the directors shall have power to have an office or offices and to maintain the books of the corporation outside the State of Florida, at such place or places as may from time to time be designated in the By-Laws or by appropriate resolution.

#### **ARTICLE XVI - NAMES AND ADDRESSES OF INCORPORATORS**

The names and street addresses of the original incorporators of this corporation are listed below:

NAMES	ADDRESSES
<u>Sue Ferguson</u>	<u>3850 Galt Ocean Drive, Ft. Lauderdale, FL 33310</u>

#### ARTICLE XVII - INDEMNIFICATION

##### Section 1. Definitions.

The following definitions shall apply to the terms as used in this Article:

- a) "Corporation" includes this Corporation and any domestic or foreign predecessor entity of the corporation in a merger, consolidation, or other transaction in which the predecessor's existence ceased upon consummation of the transaction.
- b) "Director" means any individual who is or was a director of the corporation and an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan. A director shall be considered to be serving an employee benefit plan at the corporation's request if his or her duties to the corporation also impose duties on or otherwise involve services by him or her to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context otherwise requires, the estate or personal representative of a director.
- c) "Expenses" includes attorney fees.
- d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with

respect to a proceeding.

e) "Official capacity," when used with respect to a director, means the office of director in the corporation, and, when used with respect to a person other than a director, means the office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation. "Official capacity" does not include service for any other foreign or domestic corporation or for any partnership, joint venture, trust, other enterprise, or employee benefit plan.

f) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

g) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

**Section 2. Indemnification for Liability.**

a) Except as provided in paragraph (d) of this section (2), the corporation shall indemnify against liability incurred in any proceeding any individual made a party to the proceeding because he or she is or was a director or officer if:

I) He or she conducted himself or herself in good faith;

II) He or she reasonably believed:

A) In the case of conduct in his or her official capacity with the corporation, that his or her conduct was in the corporation's best interests; or

B) In all other cases, that his or her conduct was at least not opposed to the corporation's best interests; and

III) In the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

b) A director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of this Section (2). A director's or officer's conduct with respect to an employee benefit plan for a purpose that he or she did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of this Section (2).

c) the termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the individual did not meet the standard of conduct set forth in paragraph (a) of this Section (2).

d) The corporation may not indemnify a director or officer under this Section (2) either:

I) In connection with a proceeding by or in the right of the corporation in which the director or officer was adjudged liable to the corporation; or

II) In connection with any proceeding charging improper personal benefit to the director or officer, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

e) Indemnification permitted under this Section(2) in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 3. Mandatory Indemnification.

a) Except as limited by these Articles of Incorporation, the corporation shall be required to

Indemnify a director or officer of the corporation who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he or she was a party against reasonable expenses incurred by him or her in connection with the proceeding.

b) Except as otherwise limited by these Articles of Incorporation, a director or officer who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification in the following manner:

I) If it determines the director or officer is entitled to mandatory indemnification, the court shall order indemnification under paragraph (a) of this Section (3), in which case the court shall also order the corporation to pay the director's or officer's reasonable expenses incurred to obtain court-ordered indemnification.

II) If it determines that the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the standard of conduct set forth in paragraph (a) of Section (2) of this Article or was adjudged liable in the circumstances described in paragraph (d) of Section (2) of this Article, the court may order such indemnification as the court deems proper; except that the indemnification with respect to any proceeding in which liability shall have been adjudged in the circumstances described in paragraph (d) of Section (2) of this Article is limited to reasonable expenses incurred.

Section 4. Limitation of Indemnification.

a) The corporation may not indemnify a director or officer under Section (2) of this Article unless authorized in the specific case after a determination has been made that indemnification

of the director or officer is permissible in the circumstances because he or she has met the standard of conduct set forth in paragraph (a) of Section (2) of this Article.

b) The determination required to be made by paragraph (a) of this Section (4) shall be made:

I) By the Board of Directors by a majority vote of a quorum, which quorum shall consist of directors not parties to the proceeding; or

II) A quorum cannot be obtained, by a majority vote of a committee of the board designated by the board, which committee shall consist of two or more directors not parties to the proceeding; except that directors who are parties to the proceeding may participate in the designation of directors for the committee.

c) If the quorum cannot be obtained or the committee cannot be established under paragraph (b) of this Section (4), or even if a quorum is obtained or a committee designated if such quorum or committee so directs, the determination required to be made by paragraph (a) of this Section (4) shall be made:

I) By independent legal counsel selected by a vote of the Board of Directors or the committee in the manner specified in subparagraph (I) or (II) of paragraph (b) of this Section (4) or, if a quorum of the full board cannot be obtained and a committee cannot be established by independent legal counsel selected by a majority vote of the full board; or

II) By the shareholders.

(d) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible; except that the determination that indemnification is permissible is made by independent legal counsel, authorization



of indemnification and evaluation as to reasonableness of expenses shall be made by the body that selected said counsel.

Section 5. Advance Payment of Expenses.

a) The corporation shall pay for or reimburse the reasonable expenses incurred by a director, officer, employee, or agent who is a party to a proceeding in advance of the final disposition of the proceeding if:

I) The director, officer, employee, or agent furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in subparagraph (I) of paragraph (a) of Section (2) of this Article;

II) The director, officer, employee, or agent furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and

III) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Section (5).

b) The undertaking required by subparagraph (II) of paragraph (a) of this Section (5) shall be an unlimited general obligation of the director, officer, employee, or agent, but need not be secured and may be accepted without reference to financial ability to make repayment.

c) Determinations and authorizations of payments under this Section shall be made in the manner specified under Section (4) hereof.

Section 6. Reimbursement of Witness Expenses.

The corporation shall pay or reimburse expenses incurred by a director in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.

Section 7. Insurance for Indemnification.

The corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer, employee, fiduciary, or agent of the corporation or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article. Any such insurance may be procured from any insurance company designated by the Board of Directors of the corporation, whether such insurance company is formed under the laws of Florida or any other jurisdiction of the United States of America, including any insurance company in which the corporation has equity or any other interest, through stock or otherwise.

Section 8. Notice of Indemnification.

Any indemnification of or advance of expenses to a director in accordance with this Article, if arising out of a proceeding by or on behalf of the corporation, shall be reported in writing to the shareholders with or before the notice of the next shareholder's meeting.

Section 9. Indemnification of Corporate Officers, Employees, and Agents

The Board of Directors may indemnify and advance expenses to an officer, employee, or agent of the corporation who is not a director of the corporation to the same or greater extent as to a director if such indemnification and advance expense payment is provided for in these Articles of Incorporation, the By-Laws, by resolution of the shareholders or directors, or by contract, in a manner consistent with the Florida Corporation Code.

#### **ARTICLE XVIII - AMENDMENT OF ARTICLES**

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Florida, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, each incorporator has signed these Articles of Incorporation.

  
Sue Ferguson

## CONSENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Fourth Kid Concepts, Inc., a Florida Corporation at the place designated in the Articles of Incorporation of the above named corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

7-25-96  
DATED

Clarence Gomes  
CLARENCE GOMES, REGISTERED AGENT

FILED  
96 JUL 31 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA