

P96000084049

19530 Black Olive Lane  
Boca Raton, FL 33498-4826  
(407) 488-5716 phone  
(407) 488-5724 fax

October 6, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
PO Box 6327  
Tallahassee, FL 32314

500001969175  
-10/09/96--01053--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **kidesign, Inc.**

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named corporation and a check in the amount of \$122.50 made payable to the Florida Department of State. The check represents:

\$ 35.00	Filing Fee
52.50	Certified Copy of Articles
35.00	Registered Agent Designation

122.50 TOTAL

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a certified copy of the Articles of Incorporation to the undersigned.

Sincerely yours,

*Marci Danzansky*  
Marci Danzansky

Encl.

561-488-5716

FILED  
96 OCT -9 11:10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
kidesign, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be:

kidesign, Inc.

The principal place of business of this Corporation shall be 19530 Black Olive Lane, Boca Raton, FL 33498.

**ARTICLE II - NATURE OF BUSINESS**

This Corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory, or nation.

**ARTICLE III - CAPITAL STOCK**

The total number of shares of all classes which the Corporation has authorized to issue is 100 common shares, par value \$1.00 per share.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the Corporation shall be 19530 Black Olive Lane, Boca Raton, FL 33498, and the name of the initial registered agent of the Corporation at the address is Marci W. Danzansky.

**ARTICLE V - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VI - DIRECTORS**

This Corporation shall have two (2) directors initially. The name and address of the initial members of the Board of Directors are:

Marci W. Danzansky  
19530 Black Olive Lane  
Boca Raton, FL 33498

Bernard K. Danzansky  
19530 Black Olive Lane  
Boca Raton, FL 33498

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96 OCT -9 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VII -- OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Marci W. Danzansky, President  
19530 Black Olive Lane  
Boca Raton, FL 33498

Bernard K. Danzansky, Secretary/Treasurer  
19530 Black Olive Lane  
Boca Raton, FL 33498

## **ARTICLE VIII -- SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

Marci W. Danzansky  
19530 Black Olive Lane  
Boca Raton, FL 33498

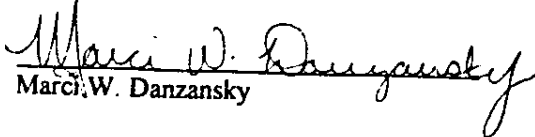
## **ARTICLE IX -- AFFILIATED TRANSACTIONS; CONTROL-SHARE ACQUISITIONS;**

This Corporation expressly elects not to be governed by the provisions of Section 607.0901 of the Florida Business Corporation Act (or any successor provisions) relating to affiliated transactions and expressly elects that the divisions of Section 607.0902 of the Florida Business Corporation Act (or any successor provisions) shall not apply to control-share acquisitions of Shares of this Corporation.

## **ARTICLE X -- SHAREHOLDER VOTING REQUIREMENTS**

The shareholders of this Corporation may adopt or amend the bylaws of this Corporation to fix a greater quorum or voting requirement for the shareholders than is required by the Florida Business Corporations Act. Any amendment to the bylaws that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement than in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereto set his hand and seal on this 6th day of October, 1996,

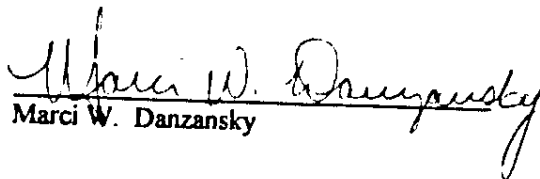
  
Marci W. Danzansky

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

Kidesign, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 19530 Black Olive Lane, Boca Raton, FL 33498 has named Marci W. Danzansky, whose address is 19530 Black Olive Lane, Boca Raton, FL 33498 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Marci W. Danzansky

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96 OCT -9 AM 10:23  
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TALLAHASSEE, FLORIDA