

**CORPORATE
ACCESS,
INC.**

P96000090247

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Profit

1.) KID FAX - U.S.A., Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

FILED
NOV -4 AM 1:28
RECEIVED
NOV -4 AM 10:18
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

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W NOV 4 1996

ARTICLES OF INCORPORATION
OF
KID FAX - U.S.A., INC.

FILED
96 NOV -4 /M 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is KID FAX - U.S.A., INCORPORATED.

ARTICLE II

TERM OF EXISTENCE

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose for which this corporation is organized is to engage in a fax on demand service of children's stories and information for traveling parents and adults and other lawful business purposes, and said corporation may transact any and all lawful business for which corporations may be incorporated under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$0.10 per share. Each of the

7

said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be ROBIN A. CAMPBELL. The street address of the initial registered office of this corporation is 520 Pine Meadow Drive, DeBary, FL 32713. The initial principal place of business of this corporation and the mailing address is 520 Pine Meadow Drive, DeBary, FL 32713. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation that shall consist of not less than one (1). Except the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

Name

Robin A. Campbell

Street Address

520 Pine Meadow Drive
DeBary, FL 32713

ARTICLE XIII

INCORPORATOR

The name and street address of the incorporator is ROBIN A. CAMPBELL, 520 Pine Meadow Drive, DeBary, FL 32713.

ARTICLE IX

BYLAWS

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors or shareholders.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

PRE-EMPTIVE RIGHTS

Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each Director of the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 28 day of October, 1996.


ROBIN A. CAMPBELL
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

ROBIN A. CAMPBELL, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


ROBIN A. CAMPBELL
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA