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SCOTT B. CHAPMAN, P.A.

ATTORNEYS AT LAW

PARKWAY CENTER, SUITE 330

7900 GLADES ROAD

BOCA RATON, FL 33434

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
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	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
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**ARTICLES OF INCORPORATION**  
**OF**  
**PROUD PARENTS, INC.**

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**ARTICLE I - NAME**

The name of this Corporation is PROUD PARENTS, INC.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing immediately.

**ARTICLE III - PURPOSE**

The Corporation may engage in any and all lawful activities of business as permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and the principal office of this Corporation is :

SCOTT B. CHAPMAN, ESQ.  
Parkway Center, Suite 330  
7900 Glades Road  
Boca Raton, FL 33434

**ARTICLE VI - BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### **ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify any Officer, Director, Incorporator or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE VIII - PREEMPTIVE RIGHTS**

Every stockholder, eligible to be a shareholder of the Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these Articles is SCOTT B. CHAPMAN, ESQUIRE, Parkway Center, Suite 330, 7900 Glades Road, Boca Raton, Florida 33434.

#### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 23 day of January, 1997.

  
SCOTT B. CHAPMAN, ESQ.

