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SULLIVAN, BAILEY AND BAILEY
A PROFESSIONAL ASSOCIATION

BART E. SULLIVAN (1910-1985)
PATRICK L. BAILEY
TIMOTHY L. BAILEY

SUITE 300 - BARNETT BANK BUILDING
2335 EAST ATLANTIC BOULEVARD
POMPANO BEACH, FLORIDA 33062
TELEPHONE (954) 941-4920
TELEFAX (954) 941-4927

February 11, 1997

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

500002087295--3
-02/13/97--0112--018
****122.50 ****122.50

Re: PARENTING 101, INC.

Gentlemen:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation along with my check in the amount of \$122.50 for the filing fees. Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Should you have any questions, please do not hesitate to give me a call.

Very truly yours,

TIMOTHY L. BAILEY

TLB/jsh
Enclosures

FILED
97 FEB 13 PM 1:39
TALLAHASSEE, FLORIDA

PAH
2/17/97

FILED

97 FEB 13 PM 1:39

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PARENTING 101, 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 this corporation is:

PARENTING 101, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business is:

The business of providing and promoting parenting conferences, seminars, media relations, together with all other necessary purposes related thereto, and further, to conduct any other business authorized by the Board of Directors and the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares - common stock - no par value

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - CORPORATE ADDRESS and REGISTERED AGENT

The initial post office address of the principal office of this corporation in the State of Florida is:

**2335 E. Atlantic Blvd., Ste. 300
Pompano Beach, Florida 33062**

The Board of Directors may from time to time move the principal office to any other address in Florida.

The initial Resident Agent of this corporation is:

MARIA A. BAILEY

ARTICLE VI - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two.

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
MARIA A. BAILEY	2335 E. ATLANTIC BLVD., #300 Pompano Beach, FL 33062
MERYL GUERRERO	2335 E. ATLANTIC BLVD., #300 Pompano Beach, FL 33062

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MARIA A. BAILEY	2335 E. ATLANTIC BLVD, #300 Pompano Beach, FL 33062	20
MERYL GUERRERO	2335 E. ATLANTIC BLVD., #300 Pompano Beach, FL 33062	80

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

WE , the undersigned, being the original subscribers and incorporators of the foregoing

corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation for said corporation.

WITNESSES:

Louise C. Cannon

Maria A. Bailey
MARIA A. BAILEY

Louise C. Cannon

Meryl Guerrero
MERYL GUERRERO

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **MARIA A. BAILEY** and **MERYL GUERRERO** to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal, this 11th day of February 1997.

Judene Somers-Hartzell
NOTARY PUBLIC
State of Florida

My Commission Expires:



JUDENE SOMERS-HARTZELL
My Commission CC286993
Expires Apr 04, 1997
Huckleberry Associates Inc
800-422-1535

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said Act:

First...That PARENTING 101, INC. desiring to organize under the laws of the State of Florida
within its principal office, as indicated in the Articles of Incorporation, at the City of Pompano Beach,
County of Broward, State of Florida, names MARIA A. BAILEY, 2395 E. ATLANTIC BLVD., #300,
POMPANO BEACH County of Broward, State of Florida, as its agent to accept service of process in this
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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.


MARIA A. BAILEY
Registered Agent

TALLAHASSEE, FLORIDA

97 FEB 13 PM 1:39