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LAW OFFICES  
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February 13, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

EXPRESS MAIL:EM406330142US

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-02/17/97--01011--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of: PARENTING YOUR PARENT, INC.

Gentlemen:

Enclosed please find the following documents for filing for the above corporation:

1. Original and copy of Articles of Incorporation:
2. Original and one copy of Certificate Designating Resident Agent and Acceptance of Agent;
3. My client's check #1203 in the amount of \$122.50 as payment for the following:


Filing Fee	35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Charter	52.50
	<u>\$122.50</u>

FILED  
97 FEB 14 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed for your convenience is a self-addressed, prepaid express mail envelope to send me a certified copy of the Articles of Incorporation, and the Certificate Designating Resident Agent.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

  
MICHAEL J. FREEMAN

2/19/97  
ID

MJF:lc  
enc:  
1166-3SS

ARTICLES OF INCORPORATION  
OF  
PARENTING YOUR PARENT, INC.

FILED  
97 FEB 14 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is Parenting Your Parent, Inc.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is the operation of expos and seminars and the sale of related products. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is 2435 24th Lane, Palm Beach Gardens, Florida 33418.

ARTICLE V

The mailing address of this corporation is:

2435 24th Lane  
Palm Beach Gardens, Florida 33418

ARTICLE VI

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his pro-

rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VIII

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is:

Lois C. Kwasman  
2435 24th Lane  
Palm Beach Gardens, Florida 33418

#### ARTICLE IX

The name and post office address of the director of this corporation is as follows:

Lois C. Kwasman  
2435 24th Lane  
Palm Beach Gardens, Florida 33418

#### ARTICLE X

The corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholder, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of her being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by her in connection with

any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

#### ARTICLE XI

The name and address of the person signing these Articles is as follows:

Lois C. Kwasman  
2435 24th Lane  
Palm Beach Gardens, Florida 33418

#### ARTICLE XII

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders, if any, or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLE XIII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the director, properly proposed by the stockholder of the corporation, and approved by said stockholder at a meeting of the majority of said stockholder then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Palm Beach County, Florida, this 7<sup>th</sup> day of February, 1997.

PARENTING YOUR PARENT, INC.

Lois C. Kwasman  
LOIS C. KWASMAN, President

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH   )

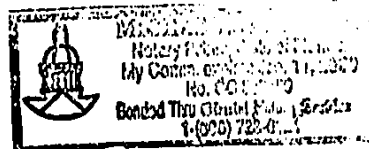
BEFORE ME personally appeared LOIS C. KWASMAN, with knowledge that she is the incorporator and director named in the foregoing Articles of Incorporation and that she acknowledged before me that she executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 7 day of February, 1997.

Michael J. Freeman  
Notary Public, State of Florida

Print Name: Michael J. Freeman

My Commission Expires:



FILED  
97 FEB 14 AM 8 17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - THAT PARENTING YOUR PARENT, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT CITY OF PALM BEACH GARDENS, STATE OF  
FLORIDA, HAS NAMED LOIS C. KWASMAN, LOCATED AT 2435 14TH LANE, IN  
THE CITY OF PALM BEACH GARDENS, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

PARENTING YOUR PARENT, INC.  
a Florida corporation

By:

Lois C. Kwasman  
Lois C. Kwasman

Date:

Feb. 7, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

By:

Lois C. Kwasman  
Lois C. Kwasman

Date:

Feb 7, 1997