

LAW OFFICE OF  
K. DRAKE OZMENT, ESQUIRE

SUITE 208  
901 S.E. 17TH STREET  
FORT LAUDERDALE, FLORIDA 33316

ADMITTED IN:  
STATE OF FLORIDA  
STATE OF GEORGIA  
SOUTHERN DISTRICT OF FLORIDA

TELEPHONE: (954) 463-5090

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P97000064923

July 17, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 5588  
Tallahassee, Florida 32314

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-07/24/97--01112--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ARTICLES OF INCORPORATION - USA FOR CHILDREN FIRST, INC.

Dear Sir or Madam:

Enclosed please find two (2) original Articles of Incorporation and one (1) copy for certification for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50 made payable to the Secretary of State, said funds remitted as payment in full for filing fees, certified copy fees, designation of resident agent fees, etc.

Please file the Articles and return one (1) certified copy of the corporation thereof to the undersigned at your earliest convenience.

If you have any comments or questions, please advise.

Very truly yours,



K. DRAKE OZMENT, ESQ.  
KDO:ds  
ENCLOSURES

FILED  
97 JUL 24 PM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION**

**OF**

**USA FOR CHILDREN FIRST, INC.**

FILED  
97 JUL 24 AM 11:59  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

1. **NAME:** The name of the Corporation is: **USA FOR CHILDREN FIRST, INC.**
2. **DURATION:** The period of its duration is perpetual.
3. **PURPOSE:** The general purpose for which the Corporation is organized is for the transaction of any or all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.
4. **CAPITAL STOCK:** Authorized shares. The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock with a par value of \$1.00 each.
5. **PRINCIPAL OFFICE:** The principal place of business of this Corporation shall be located at 9208 Collins Avenue, #218, Surfside, FL 33154, or at such places within or without the State of Florida as the Board of Directors shall by appropriate action hereafter from time to time determine.
6. **INITIAL REGISTERED AGENT:** K. DRAKE OZMENT  
901 S.E. 17 Street  
Suite 206  
Ft. Lauderdale, FL 33316
7. **INITIAL BOARD OF DIRECTORS:** The Corporation shall have ONE (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws of the Corporation in the manner provided by law, but shall never be less than one (2) Director.

The name and address of the Directors of the Corporation are:

NAME

ADDRESS

JOHN DEIGHTON

9208 Collins Avenue  
#218  
Surfside, FL 33154

8. AMENDMENT OF ARTICLES: The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. INDEMNIFICATION: To the extent permitted by law, the Corporation shall indemnify any Officer or Director, or any former Officer or Director in the manner set out and provided for in the by-laws of the Corporation.

10. INCORPORATOR: The name and address of the incorporator is:

NAME

ADDRESS

JOHN DEIGHTON

9208 Collins Avenue  
218  
Surfside, FL 33154

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Incorporation this 21<sup>st</sup> day of July, 1997.

*John Deighton*

JOHN DEIGHTON

STATE OF FLORIDA )

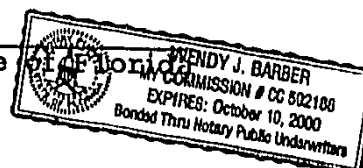
COUNTY OF BROWARD )

SS

BEFORE ME, the undersigned authority, personally appeared JOHN DEIGHTON, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

21<sup>st</sup> IN WITNESS HEREOF, I have hereunto set my hand and seal this day of July 1997.

*Wendy Barber*  
Notary Public/State of Florida



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMI-  
CILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

USA FOR CHILDREN FIRST, INC.

IN PURSUANCE OF CHAPTER 48.091 OF THE FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT.

FIRST that USA FOR CHILDREN FIRST, INC., desiring to  
organize under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation at the City  
of Ft. Lauderdale, Broward County and State of Florida, has named  
K. DRAKE OZMENT, located at 901 S.E. 17 Street, Suite 206, Ft.  
Lauderdale, FL 33316, as its agent(s) to accept service of process  
within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at 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. I  
hereby am familiar with and accept the duties and responsibilities  
as registered agent for said corporation.

Dated: 7/21/97

By: 

K. DRAKE OZMENT  
Registered Agent

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97 JUL 24 AM 11:59  
SECRET  
TALLAHASSEE