

P97000081343



ACCOUNT NO. : 072100000032

REFERENCE : 528091 7136039

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 12, 1997

ORDER TIME : 1:37 PM

ORDER NO. : 528091-005

CUSTOMER NO: 7136039

CUSTOMER: Linda C. Smith, Esq  
LINDA CARGILL SMITH, P.A.

3458 Southeast Dixie Highway

Stuart, FL 34997

200002292332--8  
-09/15/97--01001--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: *OF Vero Beach*  
FLORIDA KIDS, INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 SEP 12 AM 11:11  
TALLAHASSEE  
FLORIDA

W97-21140

[ 8N SEP 19 1997.

*W. 524*  
*RO*

RECEIVED  
97 SEP 12 PM 2:45  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 15, 1997

**RESUBMIT**

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

Please give original  
submission date as file date.

SUBJECT: FLORIDA KIDS, INCORPORATED  
Ref. Number: W97000021140

We have received your document for FLORIDA KIDS, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 397A00045638

RECEIVED  
97 SEP 18 PM 3:38  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF**

**FLORIDA KIDS OF VERO BEACH, INCORPORATED**

**FILED**  
97 SEP 12 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes, acknowledges and files these Articles of Incorporation under the laws of the State of Florida.

1. The name of the corporation shall be:

**FLORIDA KIDS OF VERO BEACH, INCORPORATED**

The mailing address of the corporation is: 4855 North Highway A1A, Vero Beach, FL 32963.

2. This corporation is to have perpetual existence.

3. The corporation shall be authorized to engage in any business or activity permitted under the laws of the State of Florida and of the United States.

4. The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class of common stock, and shall be with \$1.00 par value.

5. Pursuant to Section 48.091, Florida Statutes, the following named person is designated as Registered Agent for this corporation accept service of process within the State of Florida:

URVI UPADHYAY

6. The name and address of the incorporator of this corporation is:

Urvi Upadhyay  
1771 SE Canora Road  
Port St. Lucie, FL 34952

Said incorporator is an individual over eighteen (18) years of age.

7. One director shall constitute the initial Board of Directors of the corporation, but the By-Laws may provide for such increase in number thereof as authorized by law.

8. The name and address of the member of the first Board of Directors is:

Urvi Upadhyay  
1771 SE Canora Road  
Port St. Lucie, FL 34952

9. Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares in the following manner:

A. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and their intention to so sell or transfer such shares.

Within thirty (30) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to

purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall within five (5) days thereafter mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after mailing or delivering the copies of the notice to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail or otherwise, to the Secretary of the corporation, written offer or offers, expressed acceptable immediately, to purchase a specified number of shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

B. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he or she holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

C. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his or her proportionate shares as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of as the total number of shares which he or she holds bears to the total number of shares in excess of those to which they are entitled under such apportionment.

D. If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers, and may dispose of all of the shares referred to in this notice to any person or persons whomsoever; provided, however, that he or she shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his or her notice to the Secretary of the corporation.

10. The shareholders of the corporation shall have full preemptive rights.

11. Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 10th day of September, 1997.

Urvi Upadhyay  
URVI UPADHYAY

STATE OF FLORIDA     )  
COUNTY OF MARTIN    )

Before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared URVI UAPDHYAY, to me well known to be the person described in the foregoing Articles of Incorporation and she acknowledged to me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in Martin County, Florida,  
this 10th day of September, 1997.

*Linda Cargill Smith*  
Notary Public  
State of Florida



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED  
OFFICE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

First: FLORIDA KIDS OF VERO BEACH, desiring to organize to  
INCORPORATED  
qualify under the laws of the State of Florida, with its principal  
place of business at 4855 North Highway A1A, Vero Beach, FL 32963,  
has named URVI UPADHYAY, located at 4855 North Highway A1A, Vero  
Beach, FL 32963, as its agent to accept service of process within  
Florida.

Urvi Upadhyay  
URVI UPADHYAY  
Date: 9/10/97

Having been named to accept service of 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 statutes relative to the proper and complete  
performance of my duties.

Urvi Upadhyay  
URVI UPADHYAY  
Registered Agent  
Date: 9/10/97

FILED  
97 SEP 12 AM 10:11  
TALLAHASSEE  
FLORIDA