

P97000084759

**ON-Q Accounting**



Please mail back to us  
the certified copy:



E. J. Venta,

On Q Accounting

13861 SW 11 st,

Tampa, Fl. 33614

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-09/11/97--01034--008  
\*\*\*122.50 \*\*\*122.50

Thanked

Enrique J. Venta



FILED  
97 OCT -1 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W97-21092

B. REGISTER OCT 1 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 24, 1997

E.J. VENTA  
13861 SW 11 ST.  
MIAMI, FL 33184

SUBJECT: KARELA KIDS, INC.  
Ref. Number: W97000021092

We have received your document for KARELA KIDS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 097A00045559

*Dear Mrs. Lunt,  
Thanks for your phone call. We have  
change the top of page two to read  
address for the Registered Agent.*

*Sincerely  
Enrique L. Velez*

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97 OCT -1 AM 11:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

of

KARELA KIDS, INC.

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida providing for the formation, rights, privileges, immunities of incorporation for profit.

ARTICLE I: The name of the corporation shall be:  
KARELA KIDS, INC.

ARTICLE II: The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is -100- shares of common stock, which shares shall be of TEN DOLLARS value each. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV: The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V: The amount of capital with which this corporation may begin doing business shall be not less than ONE THOUSAND DOLLARS.

ARTICLE VI: The existence of the corporation is perpetual.

ARTICLE VII: The initial post office address of the principal office of the corporation in the State of Florida is: 6065 NW. 167 ST. SUITE B 11, HIALEAH, FL. 33015-4315.

ON-Q ACCOUNTING & TAX SERVICES, INC  
Enrique J. Venta, E.A.  
13718 S.W. 9 street,  
Miami, Fl. 33184  
(305) 553-6566

The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Register Agent is: RAQUEL DIMITRI at 6065 NW. 167 St. suite B-11, Hialeah, Fl 33015-4315.

ARTICLE VIII: The business of the corporation shall be managed by a Board of Directors consisting of three directors. A Quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX: The names and post office addresses of the members of first Board of Directors and the slate of Corporate Officers are as follows:

NAME	TITLE	ADDRESS
Ricardo A. Dimitri	President	2740 Oakbrook Ln
Deborah Dimitri	V.P./Secretary	Fort Lauderdale,
Raquel Dimitri	Treasurer	Florida, 33332-3407

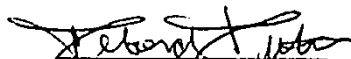
ARTICLE X: The names and post office addresses of the subscribers of the Articles of Incorporation, and number of shares that they agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
Ricardo A. Dimitri	2740 Oakbrook	30
Deborah Dimitri	Fort Lauderdale	30
Raquel Dimitri	Florida, 33332-3407	40

ARTICLE X The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 27<sup>th</sup> of September, year 1997.

  
Ricardo A. Dimitri

  
Deborah Dimitri

  
Raquel Dimitri

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: Karela Kids, Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 6065 NW 167 St. Suite B11, Hialeah, Fl. 33015-4315 HAS NAMED Raquel Dimitri AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

Ricardo A. Dimitri  
Ricardo A. Dimitri

On Miami, at 22<sup>nd</sup> th day of September year 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

Raquel Dimitri  
Raquel Dimitri

On Miami at the 22<sup>nd</sup> th day of September year 1997.

FILED  
97 OCT - 1 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA