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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MARY POPPINS BABYSITTING AGENCY, INC.

AUDIT NUMBER.....H97000017385

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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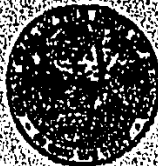
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

October 21, 1997

EMPIRE

SUBJECT: MARY POPPINS BABYSITTING AGENCY, INC.
REF: W97000023907

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's Florida Bar membership number in the lower left hand corner of the document if the preparer is a member of the Florida Bar.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000017385
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**ARTICLES OF INCORPORATION
OF
MARY POPPINS BABYSITTING AGENCY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is MARY POPPINS BABYSITTING AGENCY, INC. The corporation's principal address is 922 Jefferson Avenue, #10, Miami Beach, Florida 33139.

**ARTICLE II
DURATION**

The corporation shall exist in perpetuity.

**ARTICLE III
PURPOSE**

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue 1000 shares of \$0.10 par value common stock which shall be designated "Common Shares."

**ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK**

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

Prepared by: JAY ROTHLEIN, ESQ. FBN: 438839
930 Washington Ave., 2nd Floor
Miami Beach, FL 33139 (305)532-2250

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

JAY ROTHELEIN, ESQ.
Second Floor, NationsBank
930 Washington Avenue
Miami Beach, FL 33139

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have 1 Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The names and addresses of the initial Directors and their respective offices are:

PRESIDENT/SECRETARY/TREASURER/DIRECTOR:
ARIANE CANICIO
922 Jefferson Avenue
#10
Miami Beach, FL 33139

ARTICLE VIII

No contract, act or transaction of this corporation with any person or person, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any

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other firm, association or corporation which he may in anywise be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer of director, to the full extent permitted by law.

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of filing of these articles.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

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**ARTICLE XIII
INCORPORATOR**

The incorporator is **ARIANE CANICIO** and her corporate address is 922 Jefferson Avenue, #10, Miami Beach, FL 33139.

IN WITNESS WHEREOF, I have set my hand and seal this 17TH day of October, 1997.


ARIANE CANICIO

STATE OF FLORIDA)

) SS

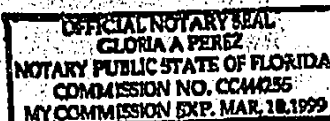
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **ARIANE CANICIO**, who produced as identification SS # 45 055021 700110942, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed.

WITNESS my hand and seal, this 17th day of October, 1997 at Miami, Dade County, Florida.


NOTARY PUBLIC
State of Florida

My commission expires:



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**CERTIFICATE DESIGNATING (OR CHANGING) 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 MARY POPPINS BABYSITTING AGENCY, INC., a Florida corporation, with its principal office, as indicated in the Articles of Incorporation, has named JAY ROTHLEIN, ESQ., located at 930 Washington Avenue, 2nd Floor, Miami Beach, FL 33139, as its agent to accept service of process with this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, JAY ROTHLEIN, ESQ., hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

DATE

10/17/97

JAY ROTHLEIN, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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