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LOWNDES DROSDICK

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036  
CONTACT: CINDA M FARREN  
PHONE: (407)843-4600 FAX #: (407)843-4444

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**ARTICLES OF INCORPORATION  
OF  
QUAL KID'S CORP.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of QUAL KID'S CORP., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

QUAL KID'S CORP.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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This instrument was prepared by:  
James F. Heekin, Jr., Esq.  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
215 N. Eola Drive  
Post Office Box 2809  
Orlando, Florida 32802-2809  
(407)843-4600  
Florida Bar Number: 0302694

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#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street and mailing address of the initial principal office of the corporation is 1371 Ridgewood Avenue, Winter Park, Florida 32789 and the name of the corporation's initial registered agent is Marni Berger, whose address is 1371 Ridgewood Avenue, Winter Park, Florida 32789.

#### **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
David Milov, M.D.	1371 Ridgewood Avenue Winter Park, Florida 32789
Lawrence Milov	1371 Ridgewood Avenue Winter Park, Florida 32789
Henry Lum, Ph.D.	1371 Ridgewood Avenue Winter Park, Florida 32789
Marni Berger	1371 Ridgewood Avenue Winter Park, Florida 32789
Margaret Ryan	1371 Ridgewood Avenue Winter Park, Florida 32789

#### **ARTICLE VII. INCORPORATORS**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James F. Heekin, Jr.	215 N. Eola Drive Orlando, Florida 32801

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The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

**ARTICLE X. AFFILIATED TRANSACTIONS**

The corporation expressly elects not to be governed by the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions, as defined in Section 607.0901(1)(b). This election is being made pursuant to Section 607.0901(5)(a).

The corporation reserves the right to amend, alter, change, or repeal this provision in the manner prescribed by these Articles of Incorporation and applicable law, and all rights conferred on shareholders are subject to this reservation.

**ARTICLE XI. CONTROL-SHARE ACQUISITIONS**

The corporation expressly elects not to be governed by the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions, as defined in Section 607.0902(2). This election is being made pursuant to Section 607.0901(5).

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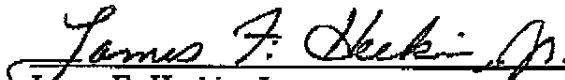
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The corporation reserves the right to amend, alter, change, or repeal this provision in the manner prescribed by these Articles of Incorporation and applicable law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of January, 1998.

  
James F. Heekin, Jr.  
Incorporator

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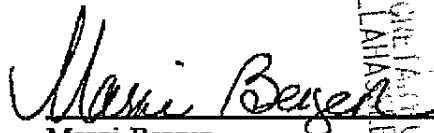
(CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.)

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Qual Kid's Corp., desiring to organize under the laws of the State of Florida with its initial principal office and mailing address, as indicated in the Articles of Incorporation, at 1371 Ridgewood Avenue, City of Winter Park, County of Orange, State of Florida, has named Marni Berger, located at 1371 Ridgewood Avenue, City of Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

  
Marni Berger  
Registered Agent

FILED  
98 FEB -2 AM 8:25  
STATE OF FLORIDA  
TALLAHASSEE

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