

*Martin J. Hanna, P.A.*

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P98000010352

January 28, 1998

**SENT VIA FEDERAL EXPRESS**

Department of State  
Division of corporations  
409 East Gaines Street (Old Jail)  
Tallahassee, Florida 32301

**FILED**  
98 JAN 30 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ATTENTION: CHARTER SECTION - NEW FILINGS

RE: ARTICLES OF INCORPORATION -

**Kids First Learning Center, Inc.**

Gentlemen:

800002417378--5  
-01/30/98--01067--008  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the following:

1. Original and one copy of proposed Articles of Incorporation for the above named Corporation.
2. Check Number 5708 payable to Department of State, in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) which represents payment of the Filing Fee and a Stamped Certified Copy of the Articles.
3. A Federal Express envelope is enclosed for the return of the copy of the Articles of Incorporation.

If you should have any questions, please feel free to contact me at (954) 755-6133.

Sincerely,

*Martin J. Hanna*

MARTIN J. HANNA  
Enclosures  
cc: Marc Fersten

CB  
2-2-98

**ARTICLES OF INCORPORATION**

**OF**

**Kids First Learning Center, Inc.**

The undersigned hereby associates himself 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, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

The name of the Corporation shall be:

Kids First Learning Center, Inc.

**ARTICLE II**

The Corporation may engage in any activity of business permitted under the Laws of the United States and of the Laws of the State of Florida.

**ARTICLE III**

The authorized capital stock of this Corporation shall be 5000 shares of common stock of the par value of \$1.00 per share. The Shareholders are hereby granted pre-emptive right to any new issues of stock.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the shareholders of the Corporation; property, services or labor may be purchased or paid for with the capital stock at a just valuation to be fixed by the Shareholders.

**ARTICLE IV**

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

**ARTICLE V**

This Corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE VI**

The principal place of business of this Corporation shall be: 9538 SW 1st Ct. Coral Springs, FL 33071, with the privilege of having branch offices at other places within or without the State of Florida. Further, the Shareholders may from time to time, move the principal place of business of this Corporation to any other address within or without the State of Florida.

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## **ARTICLE VII**

The business of this Corporation shall be managed by its Shareholders, rather than by a Board of Directors. In the management of the business of the Corporation, the act of the Shareholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Shareholders. Each Shareholder shall be entitled to one (1) vote in person, or in proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the Corporation entitled to vote represented in person or proxy, shall constitute a quorum at any meeting of Shareholders for the management of the business of the Corporation.

## **ARTICLE VIII**

The name and address of the Subscribers and initial Shareholders of this Corporation are as follows:

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>
Marc Fersten	President Vice President Secretary Treasurer	9538 SW 1st Ct. Coral Springs, FL 33071

## **ARTICLE IX**

The street address of the initial registered office of the Corporation is **1515 University Drive, Suite 214, Coral Springs, Florida 33071** and the name of the initial **Registered Agent is: MARTIN J. HANNA.**

## **ARTICLE X**

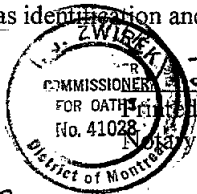
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Shareholders at a Shareholders' meeting by vote of the Shareholders voting the majority of the stock capable of being voted, unless all Shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21<sup>st</sup> day of January, 1998.

  
\_\_\_\_\_  
MARC FERSTEN, Incorporator

STATE OF FLORIDA        }  
                                     }  
COUNTY OF BROWARD    }

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of JAN, 1998  
by **Marc Fersten**, who is personally known to me ~~or who has produced his~~  
\_\_\_\_\_ as identification and who did not take an oath.



J. ZWIRNER  
Name: \_\_\_\_\_  
Notary Public Province of Quebec

My Commission Expires: DEC 1, 2000

Having been named to accept service of process for the above stated Corporation,  
at the place designated in these Articles, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all Statutes relative tot he proper and complete  
performance of my duties.

Date: January 16, 1998

Martin J. Hanna

**MARTIN J. HANNA**  
**Registered Agent**  
1515 University Drive  
Suite 214  
Coral Springs, FL 33071

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