

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -8 PM 3:12

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-05/08/98--01037--002
*****70.00 *****70.00

MIAMI

Kidscene¹, Inc.

EFFECTIVE DATE
05-01-98

☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☐ Cert. Copy _____
☒ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____

RECEIVED
98 MAY -8 AM 9:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

RF
050898



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 8, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: KIDSCENE, INC.
Ref. Number: W98000010494

We have received your document for KIDSCENE, INC. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name 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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 698A00025579

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ARTICLES OF INCORPORATION

OF

KIDSCENE MIAMI, INC.

ARTICLE I - NAME

The name of the corporation is KIDSCENE MIAMI, Inc.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 1st day of May, 1998, provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE III - PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The principal office or mailing address of the corporation shall be 3875 Park Avenue, Miami, Florida 33133.

EFFECTIVE DATE
05-01-98

ARTICLE IV - PURPOSE

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under the Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to issue and have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purposes.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name and street address of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Agent and Registered Office</u>
Sylvia Hofstetter	3875 Park Avenue, Miami, FL 33133

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-laws of this Corporation. Directors need not be stockholders. The initial Director of this Corporation shall be the incorporator named below who shall hold office until the first meeting of the Incorporators of this Corporation and until the successor Directors are elected and have qualified.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Sylvia Hofstetter, 3875 Park Avenue, Miami, Florida 33133.

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as officer or Director of the Corporation, and each person who serves at the request of the Corporation as a Director or officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her being Director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as a Director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses responsibly incurred by him or her in connection with any claim or

liability as to which it shall be adjudged that such officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not include any other right to which he or she may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The private property of the shareholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its shareholders, and upon dividends due them for any indebtedness to the Corporation of such shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of May, 1998.


SYLVIA HOFSTETTER, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SYLVIA HOFSTETTER, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 1st day of May, 1988.



Notary Public, State of Florida at Large

(SEAL)

4-1-99

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED AND ACCEPTANCE
BY REGISTERED AGENT

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0505
OF THE FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST, THAT KIDSCENE, INC. A CORPORATION, DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF
DADE, STATE OF FLORIDA, HAS NAMED SYLVIA HOFSTETTER, LOCATED AT
3875 PARK AVENUE, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

By: Sylvia Hofstetter
SYLVIA HOFSTETTER
Title: Incorporator
Date: 5/1/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V
OF 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
AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 OF THE
FLORIDA STATUTES,

By: Sylvia Hofstetter
SYLVIA HOFSTETTER
Title: Registered Agent
Date: 5/1/98

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