

P98000063791



ACCOUNT NO. : 072100000032

REFERENCE : 895289 87551A

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 70.00

ORDER DATE : July 17, 1998

ORDER TIME : 11:39 AM

ORDER NO. : 895289-005

CUSTOMER NO: 87551A

CUSTOMER: Eric M. Fischer, Esq
LAWRENCE B. JURAN, PA

Suite 1000
3801 Pga Boulevard
Palm Beach Gard, FL 33410

100002592151--0

DOMESTIC FILING

NAME: ~~WHIZ KIDZ, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

254
W98-16336

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 9:03
RECORDED
98 JUL 17 PM 1:54
DIVISION OF INCORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 9:03

July 17, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: WHIZ KIDZ, INC.
Ref. Number: W98000016336

We have received your document for WHIZ KIDZ, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00038157

RECEIVED
DIVISION OF CORPORATIONS
JUL 17 1998

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF INCORPORATION
OF

WHIZ KIDZ North, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 9:03

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: **Whiz Kidz** North, Inc.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 1301 N. Haverhill Road, West Palm Beach, Florida 33417. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any business and other activities permitted under the laws of the United States and Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Howard Ross. The street address of the initial registered agent of this corporation is 1301 N. Haverhill Road, West Palm Beach, Florida 33417.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Howard Ross	1301 N. Haverhill Road West Palm Beach, Florida 33417
Sydney Ross	1301 N. Haverhill Road West Palm Beach, Florida 33417
Benjamin Smilowitz	1301 N. Haverhill Road West Palm Beach, Florida 33417
Mildred Smilowitz	1301 N. Haverhill Road West Palm Beach, Florida 33417

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Howard Ross, 1301 N. Haverhill Road, West Palm Beach, Florida 33417.

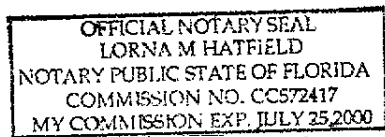
The undersigned has executed these Articles of Incorporation this 16 day of July, 1998.

Howard Ross
Howard Ross, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Howard Ross, known to me to be the person who executed the foregoing Articles of Incorporation, or who produced Fh DL as identification, and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on July 16, 1998.



My Commission Expires:

Lorna M Hatfield
Notary Public
State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 17 AM 9:03

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Whiz Kidz North, Inc.
2. The name and address of the registered agent and office is: Howard Ross, 1301 N. Haverhill Road, West Palm Beach, Florida 33417.

Dated: July 16, 1998

Howard Ross
Howard Ross, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: July 16, 1998

Howard Ross
Registered Agent