

9/04/98

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BISCAYNE BABIES CORPORATION

AUDIT NUMBER.....H98000016468

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

CERT. OF STATUS...1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 10, 1998

EMPIRE

SUBJECT: BISCAYNE BABIES CORPORATION  
REF: W98000020243

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.

You failed to make the correction(s) requested in our previous letter.

IF IT SAYS THE INITIAL BOARD OF DIRECTORS WILL CONSIST OF ONE PERSON, THEN WE NEED HIS/HER NAME. IF THERE IS NO ONE RIGHT NOW, THEN REMOVE ARTICLE VIII COMPLETELY.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger  
Document Specialist

FAX Aud. #: H98000016468  
Letter Number: 198A00045410

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ARTICLES OF INCORPORATION

OF

BISCAYNE BABIES CORPORATION

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

ARTICLE I

NAME

The name of this corporation is **BISCAYNE BABIES CORPORATION**

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

INCORPORATION

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

Prepared By:

Neal S. Litman, P.A. (Fla. Bar. No. 151824)  
Grove Plaza - Second Floor  
2900 S.W. 28th Terrace  
Coconut Grove, Florida 33134  
(305) 441-9000

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ARTICLE IV

PURPOSES

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock each having a par value of \$.01 per share.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS.

OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's

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Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the revision of this Article.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

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**ARTICLE VII**

**REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this corporation in the State of Florida is Grove Plaza - Second Floor, 2900 S.W. 28th Terrace, Coconut Grove, Florida 33133.

The name of the initial registered agent at such address is NEAL S. LITMAN, ESQ.

**ARTICLE VIII**

**INCORPORATOR**

The name and street address of the incorporator is:

**NAME**

Neal S. Litman

**ADDRESS**

Grove Plaza - Second Floor  
2900 S.W. 28th Terrace  
Coconut Grove, Florida 33133

**ARTICLE IX**

**MAILING ADDRESS**

The initial mailing address of the Corporation shall be:

3330-42 Virginia Street  
Coconut Grove, Florida 33133

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IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 3rd day of September, 1998.

  
NEAL S. LITMAN  
Incorporator

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CERTIFICATE OF DESIGNATIONREGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:

BISCAYNE BABIES CORPORATION

2. The name and address of the Registered Agent and Office is:

Neal S. Litman, Esq.  
Grove Plaza - Second Floor  
2900 S.W. 28th Terrace  
Coconut Grove, Florida 33133

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Signature 

Date 9/8/98

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.

  
Neal S. Litman

Date 9/8/98

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