

P98000083902

SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

PENSACOLA, FLORIDA 32598-1831

THURSTON A. SHELL
FLETCHER FLEMING
ROLLIN D. DAVIS, JR.
BOARD CERTIFIED REAL ESTATE LAWYER
M. J. MENGE
DANNY L. KEPNER
BOARD CERTIFIED CIVIL TRIAL LAWYER
CHARLES L. HOFFMAN, JR.
STEPHEN B. SHELL
MAUREN DUGNAN
BOARD CERTIFIED CRIMINAL TRIAL LAWYER
ALSO LICENSED IN NEW YORK
JAN SHACKELFORD
PAUL W. GROOM II
JOHN B. TRAWICK
BRADEN K. BALL, JR.

POST OFFICE BOX 1831
226 PALAFOX PLACE
NINTH FLOOR SEVILLE TOWER
AREA CODE 850
TELEPHONE 434-2411
FAX # 435-1074

September 25, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200002649702--2
-09/28/98--01035--018
****122.50 ****122.50

Re: Created 4 Kids, Inc.
Our File Number: M546-24908


Dear Sir/Madam:

Enclosed please find the original and a copy of Articles of Incorporation for the above referenced corporation, which are forwarded along with our firm check in the amount of \$122.50. This amount will cover the filing fees, the registered agent designation and a certified copy of the Articles of Incorporation with the date stamp indicating the date of filing.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

Shell, Fleming, Davis & Menge


M. J. Menge

MJM/ckj

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 PM 12:55

F. CHESSEY SEP 29 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 PM 12:55

ARTICLES OF INCORPORATION
OF
CREATED 4 KIDS, INC.

The undersigned incorporators file these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be Created 4 Kids, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is the operation of a catering business. This corporation may also engage in any and all other business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his prorata share at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

1230 Driftwood Drive
Pensacola, Florida 32503

The Board of Directors may change the address from time to time to any other address in the State of Florida.

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Jayne S. Nicholas
1230 Driftwood Drive
Pensacola, Florida 32503

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jayne S. Nicholas	1230 Driftwood Drive Pensacola, Florida 32503
Lisa M. Nicholas	1808 East Lakeview Avenue Pensacola, Florida 32503
Thomas H. Nicholas	3575 Mai Kai Drive Pensacola, Florida 32526
Barbara E. Nicholas	3575 Mai Kai Drive Pensacola, Florida 32526

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLES X - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock he shall file notice in writing of such intention with the Secretary of the corporation,

stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without against complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. INCORPORATORS

The names and street addresses of the Incorporators of this corporation are:


Jayne S. Nicholas 1230 Driftwood Drive
Pensacola, Florida 32503

Lisa M. Nicholas 1808 East Lakeview Avenue
Pensacola, Florida 32503.


ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators have executed the foregoing Articles of Incorporation on this 23 day of September, 1998.



JAYNE S. NICHOLAS

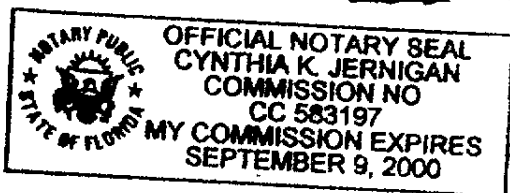


LISA M. NICHOLAS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 PM 12:55

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Jayne S. Nicholas and Lisa M. Nicholas, (✓) who are personally known to me or () who produced _____ as identification and who executed the foregoing Articles of Incorporation, and they acknowledged that they subscribed the said instrument for the uses and purposes set forth therein, this *28th* day of September, 1998.



Cynthia K. Jernigan
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Created 4 Kids, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes (1997).

Jayne S. Nicholas
JAYNE S. NICHOLAS