

P99000002502

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

December 9, 1998

SUBJECT: Baby Rest, Inc.  
305 South Andrews Avenue  
Fort Lauderdale, FL 33301

800002733448--3

-01/07/99--01071--021

\*\*\*\*122.50 \*\*\*\*\*78.75

CU

Enclosed in an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy,  
& Certificate

FROM: Perez & Smith, P.A.  
809 Walkerbilt Rd., Suite #2  
Naples, FL 34110

FILED  
99 JAN -7 AM 7:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEY JAN 11 1999

**ARTICLES OF INCORPORATION  
OF  
Baby Rest, Incorporated**

FILED  
99 JAN -7 AM 7:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **Baby Rest, Incorporated**, (hereinafter, "Corporation").

ARTICLE 2 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is: 305 South Andrews Avenue, Suite 302, Fort Lauderdale, FL 33301; and the mailing address is the same.

ARTICLE 3 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Sergio Pinon  
14625 Shotgun Road  
Davie, Florida 33325

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Steve Esdale
Vice President:	Sergio Pinon
Secretary:	John Lacz
Treasurer:	John Lacz

## ARTICLE 6 – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Steve Esdale  
Sergio Pinon  
John Lacz

## ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1000)** shares of common stock, each share having a par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds, or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 8 – SUB-CHAPTER S CORPORATION

8.1 The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.2 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.3 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such

election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.4 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers of an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent is:

Sergio Pinon  
14625 Shotgun Road  
Davie, FL 33325

#### ARTICLE 13 – EFFECTIVE DATE

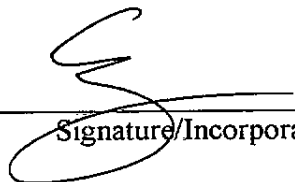
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 14 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter

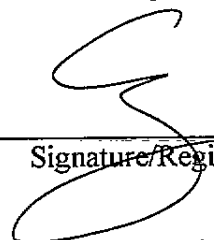
prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders on these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this DATE.

  
\_\_\_\_\_  
Signature/Incorporator

12.11.98  
\_\_\_\_\_  
Date

*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.*

  
\_\_\_\_\_  
Signature/Registered Agent

12.11.98  
\_\_\_\_\_  
Date

FILED  
99 JAN -7 AM 7:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA