

*The Law Offices of Kevin M. Helmich*

*P.O. Box 5499*

*Destin, Florida 32540*

Kevin M. Helmich\*

\*also licensed in Illinois

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February 15, 1999

P99000016207

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

000002779260--5

02/18/99--01051--018

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

*Re: Bye-Bye Baby, Inc.*

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles to this office.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



KEVIN M. HELMICH  
Attorney at Law

Enclosure: As stated

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**BYE-BYE BABY, INC.**

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**ARTICLE I**

**NAME**

The name of this Corporation is Bye-Bye Baby, Inc.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

This Corporation is organized for the purpose of conducting all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

**ARTICLE V**

**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as

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TALLAHASSEE, FLORIDA

nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 34851 Emerald Coast Parkway, Suite 100, Destin, Florida 32541 and the initial registered agent of this Corporation at that address is Kevin M. Helmich.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

This Corporation shall have at least two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The names and addresses of the initial directors of this Corporation are:

Bonnie Christopher  
4425 Southminster Circle  
Niceville, FL 32578

Frank Christopher  
4425 Southminster Circle  
Niceville, FL 32578

## ARTICLE VIII

### PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 4425 Southminster Circle, Niceville, Florida 32578.

## ARTICLE IX

### INCORPORATOR

The name of the person signing these Articles is Bonnie Christopher, and the address of the person signing these Articles is 4425 Southminster Circle, Niceville, Florida 32578.

ARTICLE X

INDEMNIFICATION


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

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 12 day of February, 1999.

  
Bonnie Christopher

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Bonnie Christopher who produced a Florida drivers license as identification and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 12<sup>th</sup> day of February, 1999.

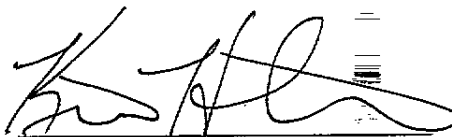


Coleen M Kramer  
My Commission CC805388  
Expires January 31, 2003

  
Notary

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
Bye-Bye Baby, Inc.

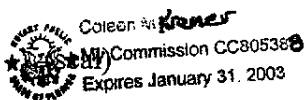


Kevin M. Helmich  
Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to  
take acknowledgements personally appeared Kevin M. Helmich who produced a Florida drivers  
license and who did take an oath, and who is the person who executed the foregoing Acceptance  
and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 16<sup>th</sup> day  
of February, 1999.



Coleen M. Kiames  
Notary

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TALLAHASSEE, FLORIDA