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LAWRENCE NATINSKY

ATTORNEY AT LAW

LAWRENCE NATINSKY, ESQUIRE
BOARD CERTIFIED REAL ESTATE ATTORNEY

CHELIN VAZQUEZ SAMPEDRO, ESQUIRE

April 28, 1999

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-04/30/99-01058-022
*****78.75 *****78.75

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Eggs-Otic Babies, Inc.

To Whom It May Concern:

Enclosed are the original and one copy of the Articles of Incorporation of Eggs-Otic Babies, Inc., along with our check in the amount of \$78.75. Please return a certified copy of the Articles to us in the envelope provided.

Very truly yours,



Lawrence Natinsky

LN/mg
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 AM 8:21

EFFECTIVE DATE
5-1-99

5-5
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ARTICLES OF INCORPORATION
OF
EGGS-OTIC BABIES, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE 1 - NAME

The name of the corporation shall be:

EGGS-OTIC BABIES, INC.

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1390 South Dixie Highway, Suite 1203, Coral Gables, Florida 33146.

ARTICLE 3 - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7500, all of which shall be common shares with a par value of \$1.00.

ARTICLE 4 - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lawrence Natinsky, Esquire
1390 S. Dixie Highway, Suite 1203
Coral Gables, Florida 33146

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ARTICLE 5 - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Lawrence Natinsky, Esquire
1390 S. Dixie Highway, Suite 1203
Coral Gables, Florida 33146

ARTICLE 6 - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on May 1, 1999.

ARTICLE 7 - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 8 - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE 9 - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of the corporation.

ARTICLE 11 - SHAREHOLDER ACTION

One hundred percent (100%) of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE 12 - AMENDMENT OF ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a stockholders meeting, with not less than a one hundred percent (100%) vote of the common stock.

ARTICLE 13 - CUMULATIVE VOTING


The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or another principal officer of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE 14 - STOCK TRANSFER RESTRICTIONS

A. A shareholder may not transfer, sell, assign, pledge or otherwise dispose of his shares of stock in this corporation until such shares have first been offered to the corporation by written notice. The offer to sell the stock shall be made to the corporation and said offer shall remain open to the corporation for a period of 30 days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rata proportion of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within 30 days after receipt of the offer by the shareholder, the shares may be transferred to the interested outside purchaser at that price.

B. In the event of the death of any shareholder, the corporation shall have the first option to purchase the stock of the corporation by so notifying the personal representative of the estate of the deceased shareholder within 30 days after notification by the personal representative of the death of the shareholder. The purchase price shall be the book value of the decedent's stock, unless some other value is stipulated in a separate agreement executed by the stockholders and the corporation.

The undersigned incorporator has executed these Articles of Incorporation this 28 day of May ^{April (X)}, 1999.


LAWRENCE NATINSKY

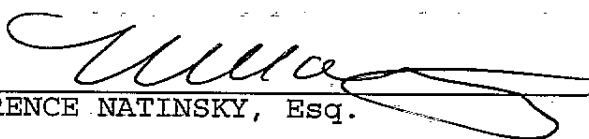
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Eggs-Otic Babies, Inc.
2. The name and address of the registered agent and office is:

Lawrence Natinsky, Esquire
1390 S. Dixie Highway, Suite 1203
Coral Gables, Florida 33146

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.



LAWRENCE NATINSKY, Esq.

Date: April 28, 1999

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