

JUN. 25, 1999 4:58PM

HUMPHREY KNOTT PA

NO. 3268 P. 2/15

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June 25, 1999

VIA TELEFAX - (813) 287-5506

Rick Noll

Re: Best Kids, Inc.

Dear Mr. Noll:

Mike Roeder asked that I fax you the attached Articles of Incorporation for Best Kids, Inc., for your review. If acceptable and you wish to incorporate, you should make two originals, sign both as Incorporator on page 3 and as Registered Agent on page 4, and file both originals with the Florida Secretary of State's office. The second original will be file stamped with the file date and returned to you for storage in the corporation's records. The address for filing is: Secretary of State, Division of Corporations, Post Office Box 6327, Tallahassee, FL 32314. The state's filing fee for Articles of Incorporation is \$78.75 and should be sent with the filing. If paid by check, it should be made payable to the Secretary of State.

Also attached are two documents for your review. The Bylaws and Written Statement Organizing Corporation are internal documents only and should be completed after the incorporation with the state is accomplished. Once completed and executed, they will be stored in the corporation's records.

If you have any questions regarding these documents, feel free to contact Mike or me to discuss.

Sincerely yours,

HUMPHREY & KNOTT, P.A.

*Teresa A. Hanson*  
Teresa A. Hanson,  
Legal Assistant

Enclosures

99 JUL -6 PM 1:03  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN JUL 13 1999

**ARTICLES OF INCORPORATION  
OF  
BEST KIDS, INC.**

FILED  
99 JUL -6 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I.**

NAME: The name of this corporation shall be Best Kids, Inc.

**ARTICLE II.**

ADDRESS: The mailing address of this corporation is 15320 Casey Road, Tampa, FL 33624.

**ARTICLE III.**

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV.**

CAPITAL STOCK: This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V.**

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI.

**INITIAL REGISTERED AGENT AND OFFICE:** The name and street address of the initial registered agent and office of this corporation are: Rick Noll, 16609 West Course Drive, Tampa, FL 33624.

ARTICLE VII.

**DIRECTORS:** The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VIII.

**INITIAL DIRECTORS:** The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Mimoza Noll	16609 West Course Drive Tampa, FL 33624
Rick Noll	16609 West Course Drive Tampa, FL 33624
ARAPI Pranvera Arapi	15320 Casey Road Tampa, FL 33624

ARTICLE IX.

**INCORPORATOR:** The name and address of the incorporator to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rick Noll	16609 West Course Drive Tampa, FL 33624

ARTICLE X.

**EFFECTIVE DATE:** These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI

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 shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporator has executed this Articles of Incorporation this 30<sup>th</sup> day of June, 1999.

  
Rick Noll

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Best Kids, Inc., at the place designated in the Articles of Incorporation, Rick Noll, 16609 West Course Drive, Tampa, FL 33624, agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: June 30<sup>th</sup>, 1999

  
Rick Noll

FILED  
99 JUL -6 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA