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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BabyKnowledge.com, Inc

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

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☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

99 OCT -8 AM 11:39

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 11 PM 1:58

FILED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 8, 1999

LAZARUS

MIAMI, FL

SUBJECT: BABYKNOWLEDGE.COM, INC.  
Ref. Number: W99000023267

We have received your document for BABYKNOWLEDGE.COM, INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 499A00048857

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
BABYKNOWLEDGE.COM, INC.

The undersigned subscribers to those Articles of Incorporation, each a natural person competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is BABYKNOWLEDGE.COM, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

The full power and authority to do any and all other acts necessary or incidental to the powers herein specifically designed, and to do all and everything necessary to accomplish the objects enumerated in these Articles of Incorporation to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the objects set forth in these Articles or any amendment thereof.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of 1/100 of a cent (\$.0001) par value common stock, which shall be designated "Common Shares." The shares are to be distributed as follows:

Jesus Socorro	-	340,000 shares	34% ownership
Francesco Balli	-	330,000 shares	33% ownership
Leivys Socorro	-	330,000 shares	33% ownership

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TALLAHASSEE FLORIDA

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as 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 130 SW 109<sup>th</sup> Ave., Unit 13, Miami, Florida, 33174, and the name of the initial registered agent of this corporation at that address is Jesus Socorro.

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

Jesus Socorro  
130 SW 109<sup>th</sup> Ave.  
Unit 13  
Miami, FL 33174

#### ARTICLE VIII - BYLAWS

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

#### ARTICLE IX - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by Certified-Mail, Return-Receipt Requested giving five (5) days written notice.

#### ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### ARTICLE XI - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

## ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

## ARTICLE XIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

## ARTICLE XIV - ACTION BY SHAREHOLDERS

The shareholders may take action by written consent, as provided by law.

## ARTICLE XV - DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

## ARTICLE XVI - IDEMNIFICATION

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

## ARTICLE XVII - INITIAL DIRECTORS AND OFFICERS

The initial director and officer positions of this corporation are as follows:

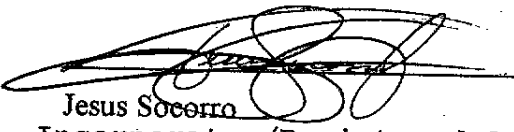
Jesus Socorro	- President, Chief Executive Officer, and Chairman of the Board
Francesco Balli	- Chief Financial Officer, Treasurer, Chief Information Officer, and Vice Chairman of the Board
Leivys Socorro	- Chief Operating Officer and Secretary

ARTICLE XVIII - PRINCIPLE OFFICE ADDRESS

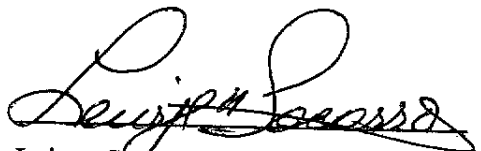
The initial address of the principal office of this corporation in the State of Florida is 130 SW 109<sup>th</sup> Ave., Unit 13, Miami, Florida, 33174. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the 6 day of OCTOBER, 1999.

Having been named as registered agent and to accept the service

  
Jesus Socorro  
Incorporator/Registered Agent

  
Francesco Balli

  
Leivys Socorro

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