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Arthur J. Green, P.A. FILED

Attorney at Law 99 OCT 29 PM 1:45

DEAN WITTER PLAZA
2825 University Drive
Coral Springs, FL 33065

SECRETARY OF STATE Suite 350
TALLAHASSEE, FLORIDA (954)755-8771
Fax (954)755-0866

Via Federal Express

October 28, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

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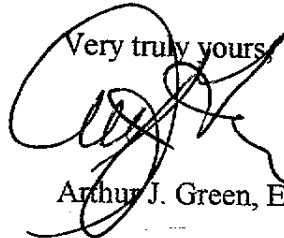
Re: KIDSOUTH, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-entitled corporation as well as a check in the amount of the filing fee.

Upon the filing of the Articles of Incorporation, please send a filing certificate to this office for our records. A self addressed stamped envelope is enclosed for your convenience.

Very truly yours,



Arthur J. Green, Esquire

Enclosures

PH 11/1/99 ✓

ARTICLES OF INCORPORATION

FILED

OF

99 OCT 29 PM 1:45

KIDSOUTH, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this incorporation is KIDSOUTH, INC. The mailing address of this Corporation is 1633 NE 3RD CT, FT. LAUDERDALE, FL. 33301.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL RESIDENT OFFICE AND AGENT

The street address of the initial resident office of this corporation is 2825 University Drive, Coral Springs, Florida 33065 and the name of the initial Resident Agent of this corporation at that address is ARTHUR J. GREEN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The name and address of the initial director is: _____

Arthur Caruana
1633 NE 3RD CT, _____
FT. LAUDERDALE, FL. 33301. _____

ARTICLE VII - INCORPORATOR

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

Arthur Caruana
1633 NE 3RD CT,
FT. LAUDERDALE, FL. 33301.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of
Directors and the Shareholders. _____

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following
Shareholder in the amount set opposite his name:

ARTHUR CARUANA 500 _____

Shares held by the initial shareholder listed above may not be resold or otherwise
transferred to other persons unless such shares are first offered to the remaining shareholders or
to this corporation. the price and terms of which, and the time within which such shares may be
offered and sold, shall be further specified by written agreement among all of the shareholders
and this corporation.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by majority of stockholders.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XII - SHAREHOLDERS MEETING REQUIRED

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

ARTICLE XIII - 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 XIV - POWERS

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

ARTICLE XV - DIRECTOR QUORUM AND VOTING

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the directors present, shall be the act of the Board of Directors.

ARTICLE XVI - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVII - INDEMNIFICATION

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

ARTICLE XVIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 28 day of October, 1999.


ARTHUR CARUANA

STATE OF FLORIDA :
:SS
COUNTY OF BROWARD :

I HEREBY CERTIFY, that on this day before me, an officer duly authorized to take acknowledgments, personally appeared, ARTHUR CARUANA, to me well known (or who produced the following identification) _____, and who stated on oath that he is the person described in and who executed the foregoing instrument for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid, this 28 day of October, 1999.

My commission expires:


Notary Public, State of Florida
ARTHUR J. GREEN
COMMISSION # CC623724
EXPIRES FEB 23, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT KIDSOUTH, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

FT. LAUDERDALE, FL. HAS NAMED ARTHUR J. GREEN
(CITY) (STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 2825 UNIVERSITY DRIVE
(STREET ADDRESS OF RESIDENT AGENT)

CITY OF CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

Signature


ARTHUR CARUANA

Title

PRESIDENT

Date

10/28/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature


ARTHUR J. GREEN

Date

10/28/99

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TALLAHASSEE, FLORIDA