

P99000107533

November 12, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: BABYCARE, INC.

FILED  
99 DEC 13 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700003050937--9  
-11/22/99-01083-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for Filing Fee and Certificate of Incorporation. Please forward the Certificate to my address as shown hereunder. Should you have any questions please call or fax me at the numbers below.

Respectfully submitted

Ronen Buies

Tel: 954/726-5999

Fax: 954/722-4191

789,3557,611,2554,3550  
w/99-27108

BROWN DEC 13 1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 29, 1999

RONEN BUIES  
5557 WEST OAKLAND PARK BOULEVARD  
SUITE 281  
LAUDERHILL, FL 33313

SUBJECT: BABYCARE, INC.  
Ref. Number: W99000027108

We have received your document for BABYCARE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 699A00056375

ARTICLES OF INCORPORATION OF "BABYCARE", INC.

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TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME**

The name of this corporation is **BABYCARE, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation are 5557 West Oakland Park Boulevard, Suite 281, Lauderhill, Florida 33313.

**ARTICLE III. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of \$0.001 per share.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The address of the initial registered office is 5557 West Oakland Park Boulevard, Suite 281, Lauderhill, Florida 33313, and the name of the initial registered agent at this office is Ronen Buies, of 5557 West Oakland, Boulevard, Suite 281, Lauderhill, Florida 33313.

**ARTICLE V. PURPOSE AND NATURE OF BUSINESS**

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporations Act.

**ARTICLE VI. TERMS OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII. INITIAL STOCK**

The corporation will not commence business until it has received for the issuance of shares the consideration of the value of \$1000 (One thousand dollars) consisting of money, labor done, or property actually received.

**ARTICLE VIII. BEGINNING OF CORPORATE EXISTENCE**

The date of corporate existence shall be the time of filing these Articles of Incorporation.

**ARTICLE IX. INCORPORATORS**

(1) Ronen Buies, of 5557 West Oakland Park Boulevard, Suite 281, Lauderhill, Florida 33313.

**ARTICLES X. INITIAL DIRECTOR(S)**

The Initial Director(s) of this corporation are:

(1) Ronen Buies, of 5557 West Oakland Park Boulevard, Suite 281, Lauderhill, Florida 33313.

**ARTICLES XI. ELECTION OF DIRECTORS AND OFFICERS**

The election of Directors and Officers are as set forth in the Bylaws of this corporation.

**ARTICLES XII. INITIAL OFFICERS**

1. President: Ronen Buies, of 5557 West Oakland Park Blvd, Suite 281, Lauderhill, FL 33313.
2. Vice President: Ronen Buies, of 5557 West Oakland Park Blvd, Suite 281, Lauderhill, FL 33313.

3. Treasurer: Ronen Buies, of 5557 West Oakland Park Blvd, Suite 281, Lauderhill, FL 33319.
4. Secretary: Ronen Buies, of 5557 West Oakland Park Blvd, Suite 281, Lauderhill, FL 33319.

### **ARTICLE XIII. BYLAWS**

The Board of Directors is empowered to make, alter or repeal the Bylaws the corporation without restriction of their powers conferred by statute.

**INITIAL INCORPORATOR**: The name and address of the incorporator to these Articles of Incorporation are: Ronen Buies, of 5557 West Oakland Park Blvd, Suite 281, Lauderhill, FL 33319.

\_\_\_\_\_  
RONEN BUIES

on this 12 day of November, 1999

STATE OF FLORIDA )

SS

COUNTY OF BROWARD )

**BEFORE ME**, the undersigned authority personally appeared Ronen Buies, a person well known to me to be the person described in and who before me subscribed to the above Articles of Incorporation, and did freely and voluntarily acknowledge before me, according to law, and subscribed the same for the uses and purposes therein mentioned and set forth.

In Witness whereof, I have hereunto set my hand and seal at Fort Lauderdale, Broward County, Florida,

this 12<sup>th</sup> day of November 1999

Seal



Heidi P Kaufmann  
My Commission CC572622  
Expires Jul. 28, 2000

\_\_\_\_\_  
Heidi P. Kaufmann  
Notary Public

My Commission expires: \_\_\_\_\_

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Babycare, Inc.

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TALLAHASSEE, FLORIDA

2. The name and address of the registered agent and office is:

Ronen Buies  
(Name)

5557 West Oakland Park Blvd, Suite 281  
(P.O. Box not acceptable)

Landerhill, FL 33313  
(City/State/Zip)

Tel. 954/726-5999

*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.*

[Signature]  
(Signature)

12/3/99  
(Date)