

P99000111170

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:
(Sub Account)

Date: 12/28/99

Requestor Name: Carlton Fields

0000003081620--1

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Joan Perrenot (x243)

Corporation Name:

yapling, Inc.

FILED
99 DEC 28 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Entity Number (if applicable):

Authorization:

Cheryl Kilde

☒ Certified Copy ^{OF AOI} ~~(1-9)~~ ☐ UCC'S ☒ Certificate of Status ^{Incorporation}
☒ New Filings ☐ Plain Stamped Copy ☐ Annual Report
☐ Fictitious Name ☐ Amendments ☐ Registration

() Call When Ready (X) Call if Problem
(X) Walk In () Will Wait
() Mail Out

() After 4:30
() Pick Up

RECEIVED
99 DEC 28 AM 10:43

CF Internal Use Only

Client: 42580 Matter: 95258

TAL#501656.01

OB
12-28-99
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**ARTICLES OF INCORPORATION
OF
YAPLING, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of the Corporation is YAPLING, INC., and its principal office and mailing address is 1541 Calais Drive, Miami Beach, Florida 33141.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

PURPOSE AND PERMITTED ACTIVITY

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be one thousand (1,000) shares of voting common stock with \$1.00 par value share.

ARTICLE V
PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 4000 International Place, 100 S.E. Second Street, Miami, Florida 33131-9101. The initial Registered Agent at that address is Raquel M. Matas, 4000 International Place, 100 S.E. Second Street, Miami, Florida 33131-9101.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is: Raquel M. Matas, 4000 International Place, 100 S.E. Second Street, Miami, Florida 33131-9101.

INDEMNIFICATION

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him/her in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

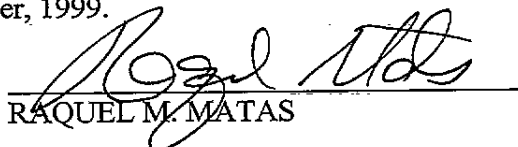
Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

ARTICLE IX

COMMENCEMENT DATE

Corporate existence will commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 23rd day of December, 1999.



RAQUEL M. MATAS

STATE OF FLORIDA)
)
COUNTY OF DADE)

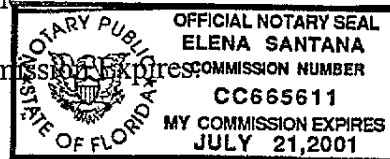
The foregoing instrument was acknowledged before me this 23rd day of DECEMBER 1999 by RAQUEL M. MATAS, who is personally known to me or who has produced _____ as identification.



NOTARY PUBLIC

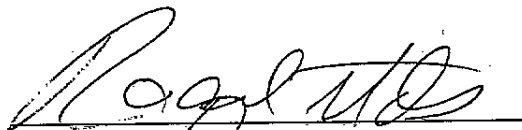
Print Name _____

My Commission Expires _____



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as Registered Agent for
YAPLING, INC.


RAQUEL M. MATAS

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TALLAHASSEE FLORIDA