

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Kids Central, Inc.
(Name of corporation)

DOCUMENT NUMBER: N02000002212

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John C. Rainey
(Name of person)

Kids Central, Inc.
(Name of firm/company)

3200 S.W. 34th Avenue, Suite 601
(Address)

Ocala FL 34474
(City/state and zip code)

For further information concerning this matter, please call:

Kathy Campbell at (352) 873-6332
(Name of person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Kids Central, Inc.
2. The principal office address: 3200 S.W. 34th Avenue, Suite 601
Ocala FL 34474
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 03/26/2002 Document number: N02000002217

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Robert O. Williams
380 W. Alfred Street
Tavares FL 32778

FILED
MAY - 3 PM 1:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

William James Gooding, III
Gilligan King & Gooding, P.A.
(P.O. Box or personal mailbox NOT acceptable)
1531 S.E. 36th Avenue, Ocala FL 34471-4936

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

John R. [Signature]
(Signature of an officer or director)

President & Chief Executive Officer
(Printed or typed name and title)

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

[Signature]
(Signature of Registered Agent)

4/28/04
(Date)

Resigning on behalf of an entity:

William James Gooding, III
(Typed or Printed Name)

Attorney
(Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314