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Gail M. Ruiz
Attorney at Law

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13899 Biscayne Blvd., Ste. 122
North Miami Beach, FL 33181

November 18, 1998

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

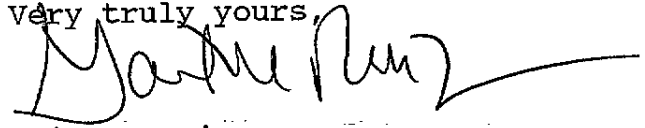
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*****122.50 *****78.75

Re: Articles of Incorporation - Kids Works, Inc.

Dear Sir or Madam,

Enclosed with this letter please find the original Articles of Incorporation of Kids Works, Inc., a check in the amount of \$122.50 payable to Secretary of State (\$35.00 filing fee; \$35.00 for enrollment of registered agent; \$52.50 for certified copy of Articles of Incorporation) as well as a self-addressed envelope for you to return to me a certified copy of the Articles of Incorporation.

Very truly yours,



Gail M. Ruiz
Attorney at Law

Enclosure:

Articles of Incorporation
Eureka Animal Clinic's check number 8051 in amt. of \$122.50.
S.A.S.E.

RMC
1-5-99

~~Waf 2/5/99~~

FILED
99 JAN -5 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

GAIL M. RUIZ, ESQ.
13899 BISCAYNE BLD, SUITE 122
NORTH MIAMI BEACH, FL 33181

SUBJECT: KIDS WORKS, INC.
Ref. Number: W98000026508

We have received your document for KIDS WORKS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 498A00056362

ARTICLES OF INCORPORATION

OF

KIDS 2 KIDS, INC.

A FLORIDA "NOT FOR PROFIT" CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is **Kids 2 Kids, Inc.**

PRINCIPAL OFFICE: The principal office of the corporation is located at 17055 SW 192 St., Miami, FL 33187.

MAILING ADDRESS: The mailing address of the corporation is 17055 SW 192 St., Miami, FL 33187.

REGISTERED AGENT: The name of the registered agent of the corporation is Cheryl Winchester. The address of this registered agent is 17055 SW 192 St., Miami, FL 33187.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS: The name and address of the incorporator is: Cheryl Winchester, 17055 SW 192 St., Miami, FL 33187.

CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- 1 To raise the economic, educational and social levels of the residents of Dade County Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be elimi-

nated.

2. To expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.

3 To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing in Dade County for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites in the place of blighted structures or blighted vacant sites for the purpose of combatting the deterioration of the community and contributing to its physical improvement.

4. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

6. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. PRIVATE FOUNDATION STATUS: In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 14 day of December, 1998.

Cheryl H Winchester
Cheryl Winchester

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, appeared Cheryl Winchester who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of December, 1998.

Maria A Logreira
NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



MARIA A. LOGREIRA
COMMISSION # CC 469737
EXPIRES JUN 24, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Kids 2 Kids, Inc., a Florida not for profit corporation.

Cheryl H Winchester
Cheryl Winchester

12-14-98
Date

FILED
99 JAN -5 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA