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From: Origin ID: (954)475-3199
JOE S. BERKOVITS
BERKOVITS, LAGO & COMPANY, LLP
8211 W. BROWARD BLVD. #340

PLANTATION, FL 33324

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

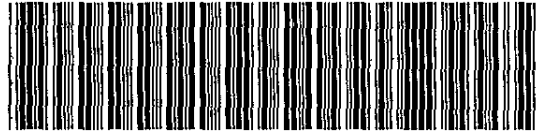
(Business Entity Name)

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SECRETARY OF STATE
CORPORATION

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**ARTICLES OF INCORPORATION FOR
KIDSCAPE, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name of this corporation is Kidscape, Inc.

ARTICLE II –PRINCIPAL OFFICE

The mailing address and street address of this corporation shall be:

Principal Office Address:

555 N E 56th Street
Miami, Florida 33137

Mailing Address:

555 N E 56th Street
Miami, Florida 33137

ARTICLE III – PURPOSE

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

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Berkovits, Lago & Co. LLP, 8211 W. Broward Blvd., Suite 340, Plantation, FL 33324, and the name of the initial registered agent of this corporation at that address is Herb E. Deuschel.

ARTICLE VI – INITIAL OFFICERS AND/OR DIRECTORS

The corporation shall initially have two (2) directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until the earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors are:

Camille Caputo
555 N E 56th Street
Miami, FL 33137

Barclay Corporan
555 N E 56th Street
Miami, FL 33137

ARTICLE VII – INCORPORATOR

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

Herb E. Deuschel
c/o Berkovits, Lago & Co. LLP
8211 W. Broward Blvd., Suite 340
Plantation, FL 33324

ARTICLE VIII – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

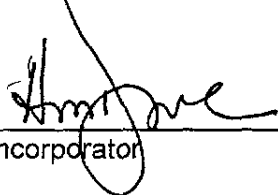
ARTICLE X – AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED, this 15th day of February, 2005.

Herb E. Deuschel



Incorporator

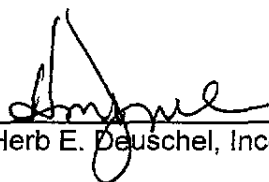
CERTIFICATE OF DESIGNATION

(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 Chapter 607 and/or Chapter 621, Florida Statutes, the following is submitted:

First that KIDSCAPE, INC., desiring to organize or qualify under the laws of the State of Florida, has named Herb E. Deuschel, located at Berkovits, Lago & Co. LLP, 8211 W. Broward Blvd., Suite 340, Plantation, FL 33324, as its agent to accept service of process within Florida.

DATED this 15th day of February, 2005.

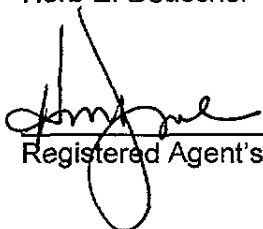


Herb E. Deuschel, Incorporator

ACCEPTANCE BY REGISTERED AGENT

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 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 obligations of my position as registered agent.

DATED this 15th day of February, 2005.

Herb E. Deuschel


Registered Agent's Signature