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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA PROFIT CORPORATION OR P.A.

321 KIDS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

321 Kids, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **321 Kids, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **9264 SE Kingsley Street, Hobe Sound, Florida 33455.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten-thousand (10,000) shares having a par value of one-dollar (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Angelica Metcalf, 9264 SE Kingsley Street, Hobe Sound, Florida 33455.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.**

ARTICLE VI: SPECIAL PROVISIONS

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII: OFFICERS AND DIRECTORS

The name and address of the initial Director of the Corporation is **Angelica Metcalf, 9264 SE Kingsley Street, Hobe Sound, Florida 33455.**

The undersigned has executed these Articles of Incorporation this 23rd day of April 2004. Your Capital Connection, Inc., by Leilani White, Client Representative

Leilani White

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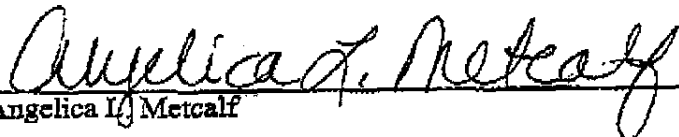
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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: 321 Kids, Inc.
2. The name and street address of the registered agent and office is: Angelica L. Metcalf, 9264 SE Kingsley Street, Hobe Sound, Florida 33455.

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.


Angelica L. Metcalf

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