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O: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THE CHILDREN'S CASTLE, INC.
AUDIT NUMBER.....H97000001600
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS...0
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PAGES..... 5
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SECRETARY OF STATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Corporate
Funds*

January 27, 1997

THE CHILDREN'S CASTLE, INC.
6611 MOSLEY STREET
HOLLYWOOD, FL 33024

SUBJECT: THE CHILDREN'S CASTLE, INC.
REF: 441332

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for microfilming.

Please change the document type on the electronic filing cover sheet. The document type should be basic amendment.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000001418
Letter Number: 997A00003944

JAN-31-1997 09:45

EMPIRE CORPORATE KIT

P.01/07



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

THE CHILDREN'S CASTLE, INC.
6611 MOSLEY STREET
HOLLYWOOD, FL 33024

SUBJECT: THE CHILDREN'S CASTLE, INC.
REF: 441332

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The preparer's statement is not legible.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: E97000001600
Letter Number: 597A00004363

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DIVISION OF CORPORATIONS

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01/31/97 13:51 Fl. Dept. of State D1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1997

THE CHILDREN'S CASTLE, INC.
6611 MOSLEY STREET
HOLLYWOOD, FL 33024

SUBJECT: THE CHILDREN'S CASTLE, INC.
REF: 441332

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: B97000001600
Letter Number: 897A00005184

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CERTIFICATE OF INFORMATION ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION OF
THE CHILDREN'S CASTLE, INC.
PURSUANT TO F.S. 607.1007(4)

FILED
97 FEB -3 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to F.S. §607.1007 and F.S. §607.1006 the attached restatement to the Articles of Incorporation are as follows:

- a. The name of the corporation is THE CHILDREN'S CASTLE, INC..
- b. The restated Articles are attached hereto as Exhibit A and incorporated herein.
- c. These restated Articles do not provide for any exchange or reclassification of shares or cancellation of shares.
- d. The date of adoption of the restatement is the date of execution of these Articles set forth hereinbelow.
- e. The restatement was adopted by all of the Shareholders and Board of Directors of the Corporation.

EXECUTED at Ft. Lauderdale, Florida on the 14th day of
January, 1997.

All of the Board of Directors


ETHEL FISHBACK, Chairman of
Board


BONNIE APY, Director


CAROL MARQUIS, Director

Prepared By:
Richard A. Josepher, Esquire
Gutter, Josepher, Ruffin & Sheehy, P.A.
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
(305) 938-4555
Florida Bar No. 251852

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RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
THE CHILDREN'S CASTLE, INC.

FILED
97 FEB -3 AM 9 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is THE CHILDREN'S CASTLE, INC.
2. The Articles of Incorporation of THE CHILDREN'S CASTLE, INC. are hereby restated in full as follows:

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be:

THE CHILDREN'S CASTLE, INC.
c/o 1431 N. Central Ave.
Kissimmee, FL 34741

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

Prepared By:
Richard A. Josephar, Esquire
Gutter, Josephar, Ruffin & Sheehy, P.A.
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
(305) 938-4555
Florida Bar No. 251852

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ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$0.01	Common Class A-voting
7,500	\$0.01	Common Class B-non-voting

Except that the Class B shares are non-voting, all other rights and privileges of the Class A and Class B shares are identical.

ARTICLE V

The street address of the registered office of the corporation shall be: 1431 N. Central Avenue, Kissimmee, FL 34741, and the registered agent of the corporation at that address shall be Ethel Fishback.

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ARTICLE VI

The number of directors constituting the board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death, is:

Name	Address
ETHEL FISHBACK	1901 Granada Boulevard., Kissimmee, FL 32743
BONNIE APY	6611 Mosley Street, Hollywood, FL 33024
CAROL MARQUIS	1544 Cypresswood Circle, St. Cloud, FL 34772

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

Board Adoption in Lieu of Statement of Identity of Incorporator

The Board of Directors has restated these Articles of Incorporation pursuant to F.S. §607.1007, and are hereinbelow as ETHEL FISHBACK, Chairman of the Board, and therefore there is no

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additional statement as to the incorporated of this presently
incorporated corporation.

EXECUTED at KISSIMMEE, Florida on the 14th day of

January, 1997.

All of the Board of Directors

Ethel Fishback
ETHEL FISHBACK, Chairman of Board

Bonnie Apv
BONNIE APV, Director

Carol Marquis
CAROL MARQUIS, Director

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me by
ETHEL FISHBACK, as Chairman of the Board of Directors of THE
CHILDREN'S CASTLE, INC., a Florida corporation, who is personally
known to me and who did take an oath on this 14th day of
January, 1997.

[Signature]
Notary Public
Name of Notary: _____
Commission No.: _____

My Commission Expires:

12/09/96



Richard A. Joseph
MY COMMISSION # 00587811 EXPIRES
October 20, 2000
BONDED THROUGH FARM INSURANCE, INC.

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18/12/97

EMPIRE CORPORATE KIT

JAN-31-1997 17:40