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Brian J. Cooke  
BJCooke@arnstein.com

June 29, 2000

**VIA FEDERAL EXPRESS**

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Organization of 2 Kidz, LLC

Ladies and Gentlemen:

Enclosed herewith is an original and one (1) executed copy of the Articles of Organization of 2 Kidz, LLC along with a law firm check in the sum of \$125.00.

Kindly process this matter at your earliest convenience.

Should you have any questions, please feel free to contact me.

Very truly yours,

*Brenda Fenton*

Brenda Fenton  
Legal Secretary

BJC/bf  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
FOR  
2 KIDZ, LLC**

**ARTICLE I - NAME:**

The name of the Limited Liability Company is:

2 KIDZ, LLC

**ARTICLE II - ADDRESS:**

The mailing address and street address of the principal office of the Limited Liability Company is:

2 KIDZ, LLC  
1750 Latham Rd.  
Unit No. 7  
West Palm Beach, FL 33409

**ARTICLE III - PURPOSES AND POWERS:**

In addition to the Powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. To carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all of the things set forth in these Articles to the same extent that a natural person might or could do.

**ARTICLE IV - REGISTERED AGENT:**

The name and street address of the initial registered agent are:

Lisa Cohen  
c/o 2 KIDZ, LLC  
1750 Latham Rd.  
Unit No. 7  
West Palm Beach, FL 33409

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SECRETARY OF STATE  
DAVID HASSEE, FLORIDA

**ARTICLE V - MANAGEMENT:**

The Limited Liability Company is to be managed by one manager or more managers is, therefore, a manager-managed company.

  
\_\_\_\_\_  
Lisa Cohen, Manager

*(In accordance with Section 608.403(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

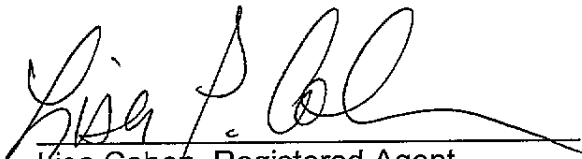
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is 2 KIDZ, LLC.
2. The name and the Florida street address of the registered agent are:

Lisa Cohen  
c/o 2 KIDZ, LLC  
1750 Latham Rd.  
Unit No. 7  
West Palm Beach, FL 33409

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Lisa Cohen, Registered Agent

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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