

Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

KIDZTUDIO, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
KIDZTUDIO, LLC**

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization:

**Article I
Name**

Section 1.1. Name. The name of this limited liability company shall be KIDZTUDIO, LLC.

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal office and mailing address of this limited liability company shall be 7846 Rittenhouse Lane, Jacksonville, Florida 32256.

**Article III
Initial Registered Agent and Address**

Section 3.1. Name and Address. The name and street address of the initial registered agent of this limited liability company is:

Michael J. Ivan, Jr., Esq.
One Independent Drive
Suite 3131
Jacksonville, FL 32202

**Article IV
Effective Date; Duration**

Section 4.1. Effective Date. The existence of this limited liability company shall commence on the date these Articles are executed.

Section 4.2. Duration. This limited liability company shall terminate on the date set forth in its Operating Agreement.

Michael J. Ivan, Jr., Esquire
IVAN & COLE
One Independent Drive
Suite 3131
Jacksonville, Florida 32202
Telephone: (904)358-3006
Fla. Bar No.: 0016144

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Article V
Purposes

Section 5.1. Purposes. This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VI
Admission of Additional Members

Section 6.1. Admission of Additional Members. The members may admit one or more additional members to the limited liability company. Admission of any such additional member shall require the unanimous written consent of all members then having an interest in the limited liability company.

Article VII
Management

Section 7.1. Management. The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement.

Article VIII
Members

Section 8.1. Members. August B. Toscano shall be the sole initial member of the Company.

Article IX
Operating Agreement

Section 9.1. Operating Agreement. The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

Article X
Amendment

Section 10.1. Amendment. The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of
Organization the 11th day of May, 2005.


August B. Toscano

"Member"

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Toscano, August B.

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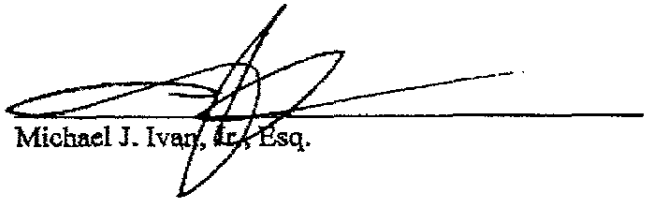
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: KIDZTUDIO, LLC.
2. The name and the Florida street address of the registered agent are:

Michael J. Ivan, Jr., Esq.
One Independent Drive
Suite 3131
Jacksonville, FL 32202

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 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 as provided for in Chapter 608, Florida Statutes.


Michael J. Ivan, Jr., Esq.

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