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LAW OFFICES OF
JAMES A. SHEEHAN, P.A.
Attorney At Law
341 3RD STREET SOUTH
ST. PETERSBURG, FLORIDA 33701

TELEPHONE: (727) 821-1928

FACSIMILE: (727) 821-5969

June 19, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 OCT 26 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: City Kids, Inc.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation, Certificate of Designated Representative and Application for EIN. Please also find enclosed a check in the amount of \$131.25 for the filing fee, designation of registered agent, certified copy and certificate under seal.

If you have any further questions or comments please contact my office at your earliest convenience.

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-06/21/00--01086--013
*****131.25 *****87.50

Sincerely,



Richard E. Wolfe
JAMES A. SHEEHAN, P.A.

PU 10/26
W 20361
W-16224
CD



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 2, 2000

JAMES A SHEEHAN PA
ATTN: RICHARD E WOLFE
341 3RD STREET SOUTH
ST PETERSBURG, FL 33701

We have received your document for CITY KIDS INC and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Per my conversation with you on August 18, 2000 you were to send me a new set of articles in compliance with a PROFIT corporation or amend the purpose to clearly make this a NONPROFIT. I can not hold this document any longer. Please make all corrections before returning.

Please return the original and one copy of 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 (850) 487-6923.

RoseAnn Varnadore
Corporate Specialist Supervisor

Letter Number: 800A00052116



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 26, 2000

JAMES A. SHEEHAN, P.A.
341 3RD. STREET SOUTH
ST. PETERSBURG, FL 33701

SUBJECT: CITY KIDS, INC.
Ref. Number: W00000016226

We have received your document for CITY KIDS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

I called your office and I was told that both You and Richard along with your Secretaries were out on vacation.

Please return the original and one copy of 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 (850) 487-6930.

Carolyn Gurr
Document Specialist

Letter Number: 300A00035957

ARTICLES OF INCORPORATION
FOR CITY KIDS, INC.

FILED
00 OCT 26 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: **CITY KIDS, INC.**

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

3211 22nd Avenue
Tampa, FL 33605

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

To enhance the upward mobility of the community by reinforcing a sturdy foundation for youth. Provide quality affordable care for leaders of tomorrow. Give free programs and workshops directed toward the needs of the entire family such as: prenatal need to know; fitness for all ages; nutrition homework heaven; positive parenting and stress management.

To provide opportunities for each participant to be actively involved in the learning process to ultimately achieve greater skills socially and academically. Offer programs and 24 hours child care to meet the demanding needs of todays challenging work schedule.

The facility will be directed to the physical, social, emotional and intellectual development of the community and it's youth.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

1. Must have a written request to hold office.
2. Must have a high school diploma or GED.
3. Must pass a background screening check.
4. Must be voted in by present directors.
5. The manner in which directors are elected or appointed are contained in the bylaws of the corporation.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

William Norton
3211 22nd Avenue
Tampa, FL 33605

ARTICLE VII INCORPORATORS

The name(s) and street address(es) of the incorporator(s) for these Articles of Incorporation is (are):

Lalita Lovett and William Norton
3211 22nd Avenue
Tampa, FL 33605

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 10 day of October, 2000.

Signature(s) of the incorporator(s)

William Norton

William Norton

Lalita Lovett

Lalita Lovett

William Norton

Typed name of incorporator signing

Lalita Lovett

Typed name of incorporator signing

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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: City Kids, Inc.
2. The name and address of the registered agent and office is:

William Norton
3211 22nd Avenue
Tampa, FL 33605

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00 OCT 26 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE

DATE

William Norton
6/13/2000