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February 8, 2002

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation -  
Kidcom, Inc.

400004947144--0  
-02/18/02--01035--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed, for filing, are the original Articles of Incorporation for the referenced entity. Also enclosed is my firm's check, in the amount of \$78.75, covering the costs of filing the Articles and providing a certified copy thereof.

It is requested that the enclosed Articles be filed and a Certificate forwarded to the undersigned at your earliest convenience.

Sincerely,

  
Thomas J. Sherwood

TJS/hmr

Encl.

FILED  
2002 FEB 18 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2/22/02

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2002 FEB 18 AM 8:38

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
KIDCOM, INC.

The undersigned incorporator hereby forms a corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

KIDCOM, INC.

The address of the principal office of this corporation shall be 503 U.S. Highway 41 South, Ruskin, Florida; and the mailing address of the corporation shall be P. O. Box 7696, Sun City, Florida 33586

ARTICLE II - NATURE OF THE BUSINESS

This is a non-profit corporation, organized solely for the purpose of using technology and technology education to improve the lives and futures of children; to educate users to the maximum beneficial use of computers; to reduce the number of computers being disposed of in our landfills, pursuant to the Florida Corporations Not For Profit Laws set forth in Chapter 617, Florida Statutes.

ARTICLE III - DURATION

The term of existence of this corporation is perpetual.

ARTICLE IV - PURPOSE

The specific and primary purposes for which this corporation is formed are:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and

limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE V - MEMBERSHIP

This corporation shall be organized on a non-stock basis; however, the qualification for members, and the manner of their admission, shall be regulated by the By-laws for this corporation.

#### ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

##### Board of Directors:

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not fewer than three (3) persons. The number of Directors of the corporation shall be three (3), provided, however, that such number may be changed by a by-law duly adopted by the members.

The names and addresses of the initial members of the Board of Directors are as follows:

Thomas P. Hayden  
P.O. Box 7696  
Sun City, Florida 33586

Miguel Fuentes  
1221 Barmere Lane  
Brandon, Florida 33511

Sister Maureen Smith  
P.O. Box 1252  
Wimauma, Florida 33598

Directors elected at the first annual meeting, and at all times thereafter, shall serve a term of one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office.

Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution. Any action required or permitted to be taken by one Board of Directors, under any provision of law, may be taken without a meeting if all the members of the Board shall individually or collectively consent, in writing, to such action. Such written consent shall be filed with the minutes of the proceedings of the Board, and such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken, shall state that the action was taken by unanimous consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

#### ARTICLE VII - EARNINGS AND ACTIVITY OF CORPORATION

a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation

for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of, any candidate for public office.

c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried out (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or any amendments thereto, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any amendments thereto.

(d) Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

(e) Upon the dissolution of the Corporation, the assets of the corporation shall be distributed for one or more of the exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to

such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of incorporation will be 3034 State Road 674, Ruskin, Florida 33570, and the name of the Registered Agent of the Corporation is THOMAS J. SHERWOOD, Esq.

ARTICLE IX - AMENDMENT OF BY-LAWS

Subject to limitations contained in the By-Laws, and any limitations set forth in the Corporation Not For Profit Law of the State of Florida concerning corporate action that must be authorized and approved by the members of the Corporation, the By-Laws of this Corporation may be made, altered, rescinded or added to, or new By-Laws may be adopted, either by resolution of the Board of Directors, or by following the procedures set forth therefor in the By-Laws.

ARTICLE X - INCORPORATOR

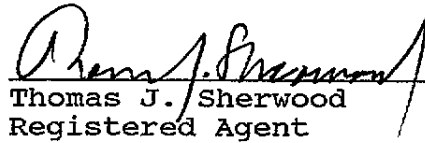
The name and street address of the Incorporator to these Articles of Incorporation is: THOMAS HAYDEN, 503 U.S. Highway 41 South, Ruskin, Florida.

IN WITNESS WHEREOF, THOMAS P. HAYDEN has hereunto set his hand and seal on this 8<sup>th</sup> day of February, 2002.

Thomas P. Hayden  
THOMAS P. HAYDEN -  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION

THOMAS J. SHERWOOD, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with, and accepts the obligations of, the position of Registered Agent under Section 607.0505, Florida Statutes.

  
Thomas J. Sherwood  
Registered Agent

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA