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TALLAHASSEE, FLORIDA

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THE
ALEXANDER LAW FIRM, P.A.
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May 20, 2002

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

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Re: Articles of Incorporation for SAMANTHA'S KIDS, INC.

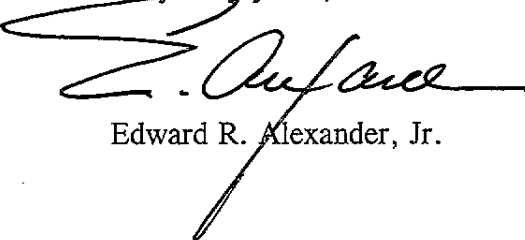
Dear Sir/Madam:

Enclosed please find an original and one copy of the articles of incorporation for the above-referenced corporation, together with a check in the amount of \$70.00, to cover the filing fee.

Please file the articles and forward a stamped copy of same to the above address.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Enclosures.

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fore (5)

ARTICLES OF INCORPORATION
OF

SAMANTHA'S KIDS, INC.

a

Florida Not-For-Profit Corporation

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Article I. Name. The name of the Corporation shall be:
SAMANTHA'S KIDS, INC.

Article II. Principal Office and Mailing Address. The mailing address of the Corporation is PO Box 2772, Windermere, Florida 34786-2772. The address of the principal office of the Corporation is 7485 Conroy Road, Suite A, Orlando, Florida 32835.

Article III. Purpose.

Section 3.01 The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

Section 3.02 The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

Section 3.03 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article, subject to the other limitations set forth in these Articles pertaining thereto. 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 (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 3.04 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.05 In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make

any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

Article IV. Term of Existence. The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

Article V. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 7485 Conroy Road, Suite A, Orlando, Florida 32835, and the name of the initial registered agent of the Corporation at that address is Alexander Law Firm, P.A.

Article VI. Directors.

Section 6.01 The initial number of directors of the Corporation shall be seven (7).

Section 6.02 The number of directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

Section 6.03 Directors, as such, shall not receive any remuneration for their services, except that the Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in serving as members of the Board of Directors.

Section 6.04 Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 6.05 The name and street address of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Jason Wald	7485 Conroy Road, Suite A Orlando, Florida 32835
Susan Wald	7485 Conroy Road, Suite A Orlando, Florida 32835
Mike Kirby	7485 Conroy Road, Suite A Orlando, Florida 32835
David DeCurtis	7485 Conroy Road, Suite A Orlando, Florida 32835
Joe Lyons	7485 Conroy Road, Suite A Orlando, Florida 32835
Francie Schaffer	7485 Conroy Road, Suite A Orlando, Florida 32835
Meghan Wald	7485 Conroy Road, Suite A Orlando, Florida 32835

Section 6.06 Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

Article VII. Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Jason Wald	c/o Alexander Law Firm, P.A. 7485 Conroy Road, Suite A Orlando, Florida 32835

Article VIII. Amendment to Articles. These Articles of Incorporation may be amended only by the Member(s) of the Corporation; provided, however, in the event there is no Member, then in the manner provided by law.

Article IX. Bylaws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Member(s); provided, however, in the event there is no Member, then in the Board of Directors.

Article X. Dissolution.

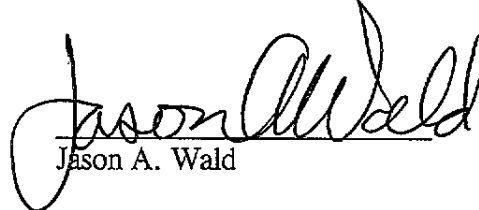
Section 10.01 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

Section 10.02 Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

Article XI. Membership. Jason A. Wald shall be the sole member of the the Corporation until the earlier of: transfer of the membership in accordance with this section; or his death without a transfer of the membership in accordance with item (2), below. In the absence of a transfer of membership by the member in accordance with this section, then, upon the death of the then current member, there shall be no member of the Corporation and the Board of Directors shall thereafter become self perpetuating. Membership of the Corporation may transfer only by the following ways: (1) intervivos, by a signed and notarized written instrument, where the member relinquishes membership and expressly identifies the individual transferee, who shall be a natural person; (2) pursuant to the will or other testamentary disposition of the member (provided that the estate of the deceased member shall be permitted to be the member of the Corporation only for so long as is reasonably necessary to effect the transfer under this item); or (3) in the case of the member's incompetency, then, for so long as the member shall be incompetent: pursuant to a prior validly executed general or express

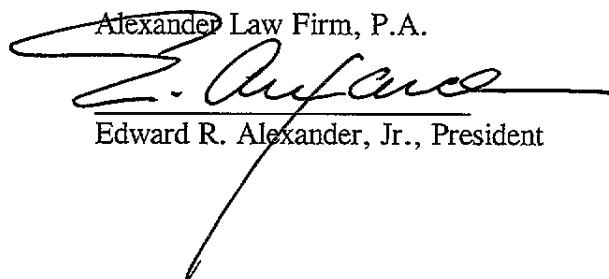
power of attorney; or, if none exists, the Board of Directors shall become self perpetuating. Notwithstanding anything to the contrary contained herein, membership shall not pass by intestate succession.

20 WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this day of May 2002.


Jason A. Wald

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of SAMANTHA'S KIDS, Inc.

Alexander Law Firm, P.A.

Edward R. Alexander, Jr., President

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