

**Electronic Articles of Incorporation
For**

N10000011425
FILED
December 10, 2010
Sec. Of State
bmcknight

UP AND DOWN TOWN INCORPORATED

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

UP AND DOWN TOWN INCORPORATED

Article II

The principal place of business address:

33 D VENETIAN WAY
SUITE 68
MIAMI BEACH, FL. 33139

The mailing address of the corporation is:

33 D VENETIAN WAY
SUITE 68
MIAMI BEACH, FL. 33139

Article III

The specific purpose for which this corporation is organized is:

TO PROMOTE EMOTIONAL LITERACY FOR CHILDREN THROUGH THE
DEVELOPMENT AND DISTRIBUTION OF EDUCATIONAL MATERIALS,
BOOKS, MUSIC AND OTHER MEDIA, AND OUTREACH PROGRAMS.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

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

MOOD MASTERS L.L.C.
33 D VENETIAN WAY
SUITE 68
MIAMI BEACH, FL. 33139

I certify that I am familiar with and accept the responsibilities of registered agent.

N10000011425
FILED
December 10, 2010
Sec. Of State
bmcknight

Registered Agent Signature: BENAY ERIN SINAIKIN

Article VI

The name and address of the incorporator is:

BENAY ERIN SINAIKIN
33 D VENETIAN WAY
SUITE 68
MIAMI BEACH, FL 33139

Incorporator Signature: BENAY ERIN SINAIKIN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: VP
MOOD MASTERS L.L.C.
33 D VENETIAN WAY, SUITE 68
MIAMI BEACH, FL. 33139

Title: P
BENAY E SINAIKIN
33 D VENETIAN WAY, SUITE 68
MIAMI BEACH, FL. 33139

Title: VP
MICHAEL P YOCUM
33 D VENETIAN WAY, SUITE 68
MIAMI BEACH, FL. 33139