

N98000002990



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 1, 1998

BETH C. CROWELL, CPA
1311 COMMERCE LANE
SUITE 9
JUPITER, FL 33458700002555357--2
-06/11/98--01001--010
122.50 **70.00

The Articles of Incorporation for SHOW BIZ KIDS, INC. were filed on June 30, 1998 and assigned document number N98000002990. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Doris McDuffie, Corporate Specialist Supervisor
New Filings Section

Letter Number: 798A00035794

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATIONOF

SHOW BIZ KIDS, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

SHOW BIZ KIDS, INC

The principal place of business of this corporation shall be:

6331 Rocking Horse Road
Jupiter, Fl 33458

ARTICLE II TERM OF EXISTENCE

This corporation is to exist perpetually. New directors will be elected by vote by present directors.

ARTICLE III REGISTERED AGENT

The registered agent shall be Beth Crowell and the initial registered office shall be at 1311 Commerce Lane, Suite 9, Jupiter, Fl, 33458. I hereby am familiar with and accept the duties and responsibilities as registered agent for SHOW BIZ KIDS, INC.



Beth Crowell

ARTICLE IV NATURE OF BUSINESS

The nature for which this corporation is organized are: To establish an educational program open to the general public to foster an appreciation of animals in the wild, through lectures, seminars, study groups, public and classroom presentations, and any other appropriate means.

ARTICLE V ADDITIONAL PROVISIONS

Said organization is organized exclusively for charitable, religious, educational, and scientific 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, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code.

Upon the dissolution of the organization, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI OFFICERS, DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected is:

Corola McCarthy
12943 61st North
West Palm Beach, FL 33412

Mark McCarthy
12943 61st North
West Palm Beach, FL 33412

Beth C. Crowell
1311 Commerce Ln., #9
Jupiter, FL 33458

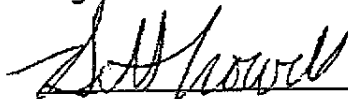
ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Beth Crowell
1311 Commerce Lane, Suite 9
Jupiter, FL 33458

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this 3rd day of June, 1998.

Signature of Incorporator

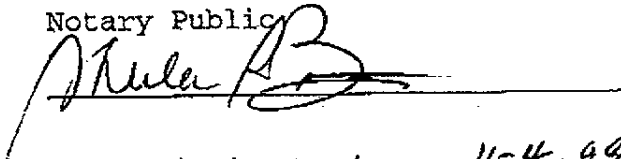


STATE OF Florida
COUNTY OF Palm Beach

THE FOREGOING instrument was acknowledged and sworn to before

me this 3rd day of June, 1998, by
Beth Crowell of McCarthy's Wildlife Sanctuary, Inc.

Notary Public



My Commission Expires: 11-4-99

