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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Kidventures Inc

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AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Ordered By: _____

ARTICLES OF INCORPORATION
OF
KIDVENTURES, INC.
A NONPROFIT CORPORATION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of this corporation is:

KIDVENTURES, INC.

The principal place of business of this corporation shall be 9940 SW 59th Avenue, Miami, FL 33156 and the mailing address shall be the same.

ARTICLE II

Said corporation is organized exclusively for charitable, religious, education, literary and scientific purposes within the meaning of 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.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax 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.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections

501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal or a State, or local government for exclusively public purposes.

ARTICLE III

The membership of this corporation shall consist of such persons as from time to time may become members upon a majority vote of the directors.

ARTICLE IV

The name and address of the incorporator of these Articles is:

Robert A. Stamen
Packman, Neuwahl & Rosenberg
1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The business of this corporation shall be managed by the Board of Directors. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

Alice Horn Director	9940 S.W. 59 th Avenue Miami, FL 33156
Kristine Dittmar Director	12520 S.W. 108 th Avenue Miami, FL 33176
Sharon Kossack Director	University Park Campus Miami, FL 33199

ARTICLE VII

The street address of the initial registered office of this corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal on this 2nd day of April, 1999.

Robert A. Stamen
ROBERT A. STAMEN

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for KIDVENTURES, INC., I hereby agree to accept service of process for said Nonprofit Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

ATRIUM REGISTERED AGENTS, INC.

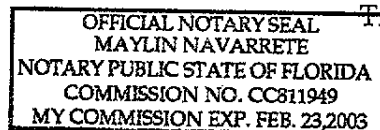
By: Robert A. Stamen
ROBERT A. STAMEN,
Vice President

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI- DADE)

The foregoing instrument was acknowledged before me this 5nd day of April, 1999, by ROBERT A. STAMEN, who is personally known to me.

Maylin Navarrete
Notary Public

Maylin Navarrete
Printed Name of Notary Public



Title: Notary Public, State of Florida

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TALLAHASSEE, FLORIDA