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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**KIDS EDVENTURES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
KIDS EDVENTURES, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is KIDS EDVENTURES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:
3704 Tiger Point Boulevard, Gulf Breeze, Florida 32561.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are:

Betty Jo Morgan, 3704 Tiger Point Boulevard, Gulf Breeze, Florida 32561.

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ARTICLE V. INCORPORATORS

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

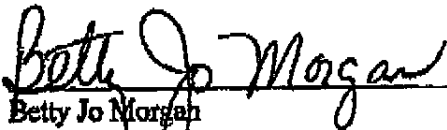
Name

Address

Betty Jo Morgan

3704 Tiger Point Boulevard
Gulf Breeze, Florida 32561

The undersigned has executed these articles of incorporation on November 30, 1999.



Betty Jo Morgan
Incorporator


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: KIDS EDVENTURES, INC.
2. The name and address of the registered agent and office is:

Betty Jo Morgan
3704 Tiger Point Boulevard
Gulf Breeze, Florida 32561

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Betty Jo Morgan

November 30, 1999

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