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LAW OFFICES OF
MITCH DEVER, P.A.

1813 THOMAS DRIVE
PANAMA CITY BEACH, FLORIDA 32408

MITCH DEVER

ADMITTED
TO PRACTICE
IN FLORIDA & ALABAMA

January 11, 2000

P.O. BOX 9811
PANAMA CITY BEACH, FL 32417

PHONE (850) 234-5555
FAX (850) 234-7677

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/31/00--01106--003
*****70.00 *****70.00

Re: Kids Best, Inc. - Articles of Incorporation

Gentlemen:

Enclosed please find the Articles of Incorporation for the above-captioned corporation. Also enclosed is my check in the amount of \$70.00 for the filing fees.

Thank you for your assistance and cooperation.

Sincerely,

Mitch Dever

SMD/md
Enclosures

FILED
00 JAN 31 AM 8:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
2-4-00
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**ARTICLES OF INCORPORATION
OF**

KIDS BEST, INC.

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

ARTICLE I - NAME

The name of this corporation shall be:

Kids Best, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal business address of this corporation shall be:

647 Clara Avenue
Panama City Beach, Florida 32407

The principal mailing address of this corporation shall be:

647 Clara Avenue
Panama City Beach, Florida 32407

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Jeff Jones
647 Clara Avenue
Panama City Beach, Florida 32407

ARTICLE V - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

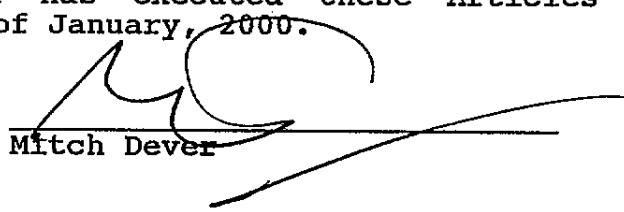
Mitch Dever
1813 Thomas Drive
Panama City Beach, Florida 32408

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00 JAN 31 AM 8:06
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TALLAHASSEE FLORIDA

ARTICLE VI - PURPOSE

The primary purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

The undersigned incorporator has executed these Articles of Incorporation this 6 day of January, 2000.



Mitch Dever

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in the designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Kids Best, Inc.

2. The name and address of the registered agent and office is:

Jeff Jones
647 Clara Avenue
Panama City Beach, Florida 32407

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.

Jeff Jones

Date

FILED
00 JAN 31 AM 8:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA