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DANIEL HARMON III
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*ALSO MEMBER OF
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VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

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-04/20/00--01069--002
*****78.75 *****78.75

Re: Children's Palace of the Emerald Coast, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$78.75 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Please note that this corporation shall commence its existence as of April 18, 2000.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.

Timothy J. Sloan
Timothy J. Sloan

EFFECTIVE DATE
4-18-00

FILED
2000 APR 20 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TJS/rkp

Enclosures

cc: Bobby G. Capps

AR 4/24

EFFECTIVE DATE
4-18-00

FILED

2000 APR 20 PM 3:46

ARTICLES OF INCORPORATION
OF
CHILDREN'S PALACE OF THE EMERALD COAST, INC. SECRETARY OF STATE
a Florida corporation TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Children's Palace of the Emerald Coast, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually. This corporation shall commence its existence as of April 18, 2000.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 7316 Rogers Drive, Panama City, Florida 32404. The registered agent for this corporation is Timothy J. Sloan, whose address is 427 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of

this corporation is one (1). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

BOBBY G. CAPPS
7316 Rogers Drive
Panama City, Florida 32404

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is Bobby G. Capps, whose address is 7316 Rogers Drive, Panama City, Florida 32404.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of April, 2000.

Bobby G. Capps
BOBBY G. CAPPS
Incorporator

STATE OF FLORIDA
COUNTY OF BAY


The foregoing instrument was sworn to, subscribed, and acknowledged before me this 18th day of April, 2000, by BOBBY G. CAPPS, who is personally known to me or who has produced FL Drivers License as identification.

Carla R. Blake
Notary Public - Signature

(SEAL)

Carla R. Blake
Notary Public - Printed Name

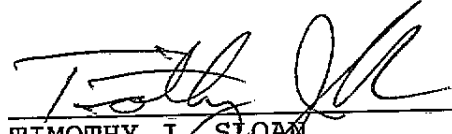
Commission Number & Expiration Date

 Carla R. Blake
My Commission CC763380
Expires July 29, 2002

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
CHILDREN'S PALACE OF THE EMERALD COAST, INC.,
a Florida corporation

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 18th day of April, 2000.


TIMOTHY J. SLOAN
Registered Agent

FILED
2000 APR 20 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA