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Law Offices
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FILED
00 OCT -4 PM 2:34
SECTION OF STATE
TALLAHASSEE, FLORIDA

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October 2, 2000

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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Re: KIDS 'N KABOODLE, INC.

Dear Sirs:

In connection with the incorporation of the above captioned company, you will please find enclosed herewith the Articles of Incorporation, in duplicate, together with the Registered Agent certificate designating the registered agent for service of process within the State of Florida.

You will also please find enclosed payment in the amount of \$78.75 to cover the following costs:

Filing Fee:	\$35.00
Certified Copy:	8.75
Registered Agent:	<u>35.00</u>
Total:	\$78.75

Please return the certified copy to my office after your acceptance of the enclosed documents for filing. If you have any questions, do not hesitate to contact me.

Sincerely yours,


Robert Skeels

Enclosures: Articles of Incorporation (Original and 1 Copy)
Registered Agent certificate (Original)
Payment - \$78.75

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ARTICLES OF INCORPORATION

OF

KIDS 'N KABOODLE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

Article I - Name

The name of the corporation is KIDS 'N KABOODLE, INC.

Article II - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is two thousand five hundred (2,500) shares of common stock having a par value of \$1.00 per share.

Article IV - Initial Capital

The amount of capital with which this corporation will begin business will not be less than five hundred (\$500.00) dollars.

Article V - Term

This corporation shall have perpetual existence.

Article VI - Address

The initial street address of the principal office of this corporation in the State of Florida is:

11791 Dunn Creek Road
Jacksonville, Florida 32218

The board of directors may from time to time move the office to any other location within the State of Florida.

Article VII - Directors

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

Article VIII - Initial Directors

The names and street addresses of the members of the first board of directors of the corporation are:

ANNA RUTH BUFFINGTON
11791 Dunn Creek Road
Jacksonville, Florida 32218

MISTY MICHELLE BUFFINGTON
11791 Dunn Creek Road
Jacksonville, Florida 32218

Article IX - Subscriber

The name and street address of the subscriber of these Articles is:

ANNA RUTH BUFFINGTON
11791 Dunn Creek Road
Jacksonville, Florida 32218

Article X - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The bylaws may be amended from time to time by either the stockholders or the directors.

Article XI - Restrictions on Transfer of Stock

The stockholders may, by bylaw provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article XII - Director Conflicts of Interest

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or

employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve, or ratify such contract or transaction by a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, or if the transaction is fair. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

Article XIII - Director Compensation

The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article XIV - Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.


Article XV - No Preemptive Rights

No shareholder of this corporation shall have any preemptive or preferential rights to subscribe to the purchase of any shares of stock of this corporation.

Article XVI - Reservations

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.

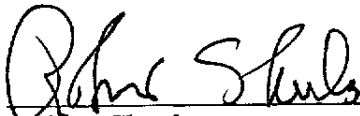
IN WITNESS WHEREOF, the Subscriber has executed these Articles on October 2, 2000.



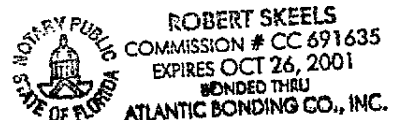
Anna Ruth Buffington
Subscriber

STATE OF FLORIDA)
COUNTY OF DUVAL) ss.

The foregoing instrument was acknowledged before me on October 2, 2000 by ANNA RUTH BUFFINGTON who is personally known to me or produced her current Florida Drivers License as identification and who did take an oath.



Robert Skeels
Notary Public, State Of Florida
WITNESS the Expiration Date Of My
Commission:



REGISTERED AGENT CERTIFICATE

KIDS 'N KABOODLE, INC., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Robert Skeels, located at 1821 3rd Street North, Jacksonville Beach, Florida 32250, as its agent to accept service of process within this state.

OFFICERS:	President	MISTY MARIE BUFFINGTON 11791 Dunns Creek Road Jacksonville FL 32218
	Vice President	ANNA RUTH BUFFINGTON 11791 Dunns Creek Road Jacksonville, FL 32218
	Secretary	APRIL MARIE McLEOD 11791 Dunns Creek Road Jacksonville, FL 32218
	Assistant Secretary	ANNA RUTH BUFFINGTON 11791 Dunns Creek Road Jacksonville, FL 32218
	Treasurer	MISTY MARIE BUFFINGTON 11791 Dunns Creek Road Jacksonville FL 32218
DIRECTORS:		ANNA RUTH BUFFINGTON 11791 Dunns Creek Road Jacksonville, FL 32218
		MISTY MICHELLE BUFFINGTON 11791 Dunns Creek Road Jacksonville, FL 32218

By: Anna Ruth Buffington
Corporate Officer

ACKNOWLEDGEMENT:

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

Robert Skeels
Registered Agent