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December 7, 2000

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 632
Tallahassee, Florida 32314

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-12/11/00--01141--007
****122.50 *****78.75

RE: Kid Craft, Inc.

To Whom It May Concern:

In regard to the above, enclosed you will find the original and (1) copy of the Articles of Incorporation for Kid craft, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fee and the cost of a certified copy. Please send the certified copy to the address above.

If there are any further requirements, please contact this office.

Very Truly Yours,

Law Office of Charlotte I. Hunter, P.A.

CIH/wj
Enclosures

BY: *Charlotte I. Hunter*
CHARLOTTE I. HUNTER, ESQ.

FILED
00 DEC 11 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-14
11/12

**ARTICLES OF INCORPORATION
OF
KID CRAFT, INC.**

FILED
00 DEC 11 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is KID CRAFT, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue one class of shares, which should be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon a dissolution. In addition, no stock shall be issued or transferred to a non-resident alien. No preferences, limitations or relative rights other than those provided by law shall exist in respect of any other shares of the Corporation or any of the holders thereof. The Corporation is authorized to issue 1,000 common shares having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3883 S.E. Lake Weir Road, Ocala, Florida 33480, and the initial registered agent of this Corporation at such office shall be Janice D. Kemerson, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The place of business will be 3883 S.E. Lake Weir Road, Ocala, Florida 33480.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the Initial Board of Directors are:

JANICE D. KEMERSON
3883 S.E. Lake Weir Road
Ocala, Florida 33480

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

JANICE D. KEMERSON
3883 S.E. Lake Weir Road
Ocala, Florida 33480

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the By-laws, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its officer(s), director(s) and authorized agent for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

ARTICLE XI - AMENDMENT


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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of November, 2000.

Janice D. Kemerson
JANICE D. KEMERSON

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation KID CRAFT, INC., were acknowledged before me this 7th day of December, 2000, by JANICE D. KEMERSON, as Incorporator, who is personally known to me or has produced FL D.L. K 562-424-64-930-0 as identification.

 Charlotte I. Hunter
My Commission CC853246
Expires July 11, 2003

Charlotte I. Hunter
NOTARY SIGNATURE
STATE OF FLORIDA AT LARGE (SEAL)

ACCEPTANCE OF REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept service of process for KID CRAFT, INC., hereby accept the appointment as registered agent and agree to act in this capacity AND to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated: December 7, 2000

Janice D. Kemerson
JANICE D. KEMERSON