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May 1, 2001

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Secretary of State
Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: A Tot's World, II, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 for filing of same. Please provide my office with a certified copy of the Articles.

Please note that the incorporator of this corporation, Cynthia L. Seda, formerly known as Cynthia L. Carter, is the sole incorporator, officer and director of the Florida Corporation, A Tot's World, Inc. We would, therefore, request that you accept and process the enclosed Articles of Incorporation despite the similarity in names between the two corporations.

Thanking you in advance for your cooperation in this matter.

Very truly yours,

William A. Greenberg

WAG/tpf

Enclosures

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01 MAY -2 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

A Tot's World, II, Inc.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be:

To act under power of appointment made by power of attorney or otherwise; and to own, hold, buy, sell, purchase, mortgage, trade, exchange and generally deal in tax certificates, tax deeds, tax liens and tax obligations of whatsoever nature, including all matters connected with or pertaining to tax titles, state, county, municipal, district or federal; to own, hold, buy, sell, trade, pledge, mortgage, exchange and generally deal in bonds, interest coupons, matured or unmatured, and/or delinquent, of any county or municipality of the State of Florida, or of any district, county or municipality of the State of Florida, as well as any and all school districts and drainage districts, whether such district lies in one or more than one county of the State of Florida; to furnish capital, material, etc., in the organization and development of corporations and business enterprises, and to carry on and undertake any business undertaking, transactions or promoters, financiers, contractors,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merchants, brokers, concessionaires, commission men and agents; to undertake and execute any trusts the undertakings of which may seem to this corporation desirable; to use and apply its surplus earnings or accumulated profits, authorized by law, to be reserved to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its Board of Directors shall determine; to conduct its business in other states, territories and possessions of the United States of America, and in foreign countries, and to have one office, or more than one office outside the State of Florida except as may be otherwise provided by law; to engage in any other business or to do any and all other acts and things incident to or which the Board of Directors may deem necessary to the carrying out or the success of any business outlined above, and; to engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The authorized capital stock of this corporation shall consist of 100 shares of common stock at \$.10 par value. Such stock shall possess and exercise exclusive rights and shall be fully paid and non-assessable.

Said common capital stock may be paid for in cash or may be paid for in labor or services or in real estate or in personal property at a fair valuation placed thereupon by the Board of Directors.

The Board of Directors of the corporation may, from time to time, issue the authorized stock of the corporation or any part thereof for such consideration as it may deem equivalent to or in excess of the par value thereof.

ARTICLE IV

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V

The minimum amount of capital with which this corporation shall commence business is One Hundred and No/100 dollars.

ARTICLE VI

The principal place of business of this corporation shall be 3825 North C.R. 427, Longwood, Florida 32750, with the privileges of having branch offices at any place within or without the State of Florida as the Board of Directors may deem advisable.

The registered office of the corporation shall be at 6500 S. Highway 17-92, Fern Park, Fla. The Registered Agent and Registered Office for service of process shall be William A. Greenberg, Esq. whose registered office address is 6500 So. U.S. 17-92, Fern Park, Florida 32730.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the directors, but shall never be less than one.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office until their successors are chosen shall be:

Cynthia L. Seda
720 Mendez Way
Longwood, Florida 32750

Phyllis McSwain
965 High Point Loop
Longwood, Florida 32750

ARTICLE IX

The names and post office addresses of the officers of the corporation are as follows:

Cynthia L. Seda: President, Secretary, Treasurer
720 Mendez Way
Longwood, Fla. 32750

Phyllis McSwain: Vice-President, Secretary, Treasurer
965 High Point Loop
Longwood, Florida 32750

ARTICLE X

The name and post office address of the incorporator of these articles is:

Cynthia L. Seda
720 Mendez Way
Longwood, Fla. 32750

ARTICLE XI

In furtherance and not in limitation of the powers conferred by law, the corporation shall have, and may execute, the following powers:

A. If the by-laws so provide, the corporation shall have power to hold meetings, both of the stockholders and directors, either within or without the State of Florida, at such places as may, from time to time, be designated by the Board of Directors.

Meetings of directors and stockholders may be held upon such notice thereof as may be set forth in the by-laws of the corporation subject to any statutory restrictions relative thereto; but any requirement as to notice of such meetings that may be set forth in the by-laws of the corporation shall not prevent, and nothing herein shall be construed, as prevention of any stockholder or director from waiving notice of any meeting in such manner as may be provided by statute, and by the by-laws of

the corporation consistent therewith.

B. The number of directors of the corporation shall be fixed from time to time by the by-laws and may be increased or decreased as shall be provided by the by-laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy on the Board of Directors caused by an increase in the number of directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have been qualified.

C. The corporation, in its by-laws may confer upon the directors powers additional to the foregoing and in addition to those powers expressly conferred by statute.

D. It shall not be necessary for any officer of the corporation, other than the President to be a Director; nor shall it be necessary for any officer to be a stockholder.

E. The annual meeting of the stockholders shall be held on such day as may be fixed by the by-laws of the corporation, and the date of such meeting may be changed from time to time as the by-laws so provide; and the manner of calling meetings of stockholders and directors may be fixed by the by-laws.

F. The corporation reserves the right to amend, alter, or repeal any provision contained in this Certificate of Incorporation in the manner now, or hereafter, prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII

Each director and officer, in consideration of his or her services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the

defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or commission to act as such director or officer, provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law, and if this stated right of indemnification should be in conflict with any statutory provision regarding indemnification, each director and officer shall then be entitled to the maximum benefits accorded by such statute.

ARTICLE XIII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director, or officer of such other firm or corporation; and any director or officer individually or jointly may be a party to, or be interested in, any contract or transaction of this corporation or in which the corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in such contract, act or transaction, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIV

The following provisions for the regulation of the business and for the conduct of the affairs of this corporation and for creating, dividing, limiting and regulating the powers of this corporation, its stockholders, directors, and officers are hereby adopted as part of these Articles of Incorporation.

A. This corporation shall have the power to include in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any and all of its authorized or outstanding stock, or both, by any of its stockholders or their respective heirs, executors, administrators, successors or assigns, as the case may be, provided, however, that no such regulatory or restrictive provisions shall effect the rights of third parties without actual knowledge thereof unless notice of such provisions shall be given upon the certificate evidencing the ownership of said stock as provided in the by-laws.

B. Any holder or holders of shares of stock of this corporation may include in agreements among themselves limitations upon the transfer or assignment of such shares, and this corporation may become a party to any such agreement.

C. This corporation shall have the power to enter into, or become a partner in, any agreement for sharing profits, union or interest, cooperation, joint venture or otherwise, with any person, firm, corporation or other entity now carrying on or contemplating carrying on any business which this corporation has direct or incidental authority to pursue.

D. This corporation shall have the power to amend, alter, change or repeal any provisions of these Articles of Incorporation, subsequently to be known as its Certificate of Incorporation, as from time to time amended, in form or substance when proposed and approved by its Board of Directors and approved at any meeting of the Stockholders by the holders of not less than a majority of its

outstanding stock entitled to be voted.

E. The Board of Directors of this corporation shall have the power to authorize and cause to be executed mortgages and liens upon real and personal property owned, either legally or equitably, by this corporation; to fix the amount to be reserved as working capital over and above the capital stock paid in; to determine the conditions, times and places when the books of this corporation can be examined, except as otherwise conferred by statute of the State of Florida; and to sell, lease or exchange all of the property or assets essential to the business of this corporation upon such terms and conditions as a majority of the whole Board of Directors deems expedient and in the best interests of this corporation.

F. This corporation may, in its by-laws, confer powers upon its Directors in addition to any conferred herein and in addition to the powers and authorities expressly conferred upon it by statutes of the State of Florida.

G. This corporation shall have the power to keep its books outside the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

H. The Directors shall receive compensation for their services as such directors in accordance with provisions set forth in the by-laws.

I. No officer of this corporation shall be prevented from receiving a salary to be fixed by the Board of Directors by reason of the fact that such officer is also a director of this corporation, nor shall any director be precluded from voting upon the salary he is to receive as an officer of this corporation.


J. No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of such other corporation is owned by this corporation,

and no other act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director, individually, or any corporation, partnership, proprietorship or business of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation: PROVIDED, however, that the fact that any such director is interested in such corporation, partnership, proprietorship or business shall be disclosed or shall have been known to the Board of Directors of this corporation, or to a majority thereof; and any director of this corporation who is also a director or officer of any such other corporation, or who is so interested in any such partnership, proprietorship or business, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize, confirm, ratify or approve such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested in said partnership, proprietorship or business.

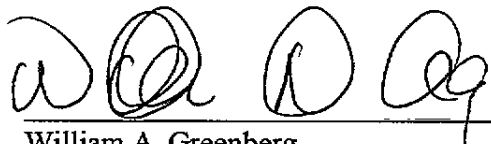
K. This corporation, at the time of its organization, or any time or times thereafter, may purchase or acquire shares, stocks, bonds, debentures and other securities or obligations, or any property, real, personal or mixed, from any person or persons, corporation or corporations, or other business, commercial or industrial entity, who may be promoters, officers, or directors of this corporation, and such stockholder of this corporation shall be deemed, by reason of his having become such, to have waived any and all objections to such acquisition of shares, stocks, bonds, debentures, and other securities, obligations, or property, real, personal or mixed, and to have agreed that no promoter, officer or director shall be liable to account to this corporation for any profit or benefit derived by him by reason of such transaction.

L. Notwithstanding anything contained herein to the contrary if any term, covenant, provision, phrase or other element of these Articles of Incorporation is held invalid or unenforceable for any reason whatsoever, or if such term, covenants, provisions, phrase or other element is held to be in contravention of any of the Florida Statutes or any other law, such holdings shall not be deemed to affect, alter, modify or impair any manner whatsoever, any of the term, covenant, provision, phrase or other element of these Articles of Incorporation and shall be construed in a manner, if possible, to allow it to provide for the intent of the incorporator of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being sole subscriber of these Articles of Incorporation, declares and certifies that the facts herein stated are true, and accordingly, I have hereunto set my hand and seal at Fern Park, in the County of Seminole and State of Florida, this 1 day of May, 2001.


Cynthia L. Seda

I HEREBY CERTIFY THAT am familiar with and accept the duties and responsibilities as resident agent for said corporation.


William A. Greenberg
Resident Agent

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, this day personally appeared Cynthia L. Seda, to me well known and known to me to be the person who subscribed to and signed the above and foregoing

Certificate of Incorporation, sworn, acknowledged and states, that the above and foregoing Certificate of Incorporation was subscribed to for the uses and purposes therein expressed and that the facts therein are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1 day of May, 2001.



Tina P. Ferro
MY COMMISSION # CC667725 EXPIRES
August 7, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY PUBLIC

Tina P. Ferro

State of Florida at Large (Seal)

My Commission Expires: