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Florida Department of State
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To:
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Fax Number : (850) 205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

WHAT ABOUT KIDZ, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 10, 2001

FAS-T

SUBJECT: WHAT ABOUT KIDZ, INC.
REF: W01000010658

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist
New Filing Section

FAX Aud. #: E01000064650
Letter Number: 701A00028343

ARTICLES OF INCORPORATION

OF

WHAT ABOUT KIDZ, INC.

I , the undersigned, do hereby acknowledge and file in the office of the Secretary of State of the State Of Florida, for the purpose of forming a Corporation for profit, in accordance with the Laws of State Of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE 1

The name of the Corporation shall be :

WHAT ABOUT KIDZ, INC.

ARTICLE 2

The general nature of the business and business to be transacted are as follows: This Corporation may engage in any activity or business permitted under the Laws of the UNITED STATES OF AMERICA and the STATE OF FLORIDA.

ARTICLE 3

SHARES

- a) The authorized capital stock of this Corporation shall consist of one class, namely common stock.
- b) The authorized capital stock of this Corporation shall consist of Five Thousand Shares Of Common Stock No-Par Value

ARTICLE 4

The Corporation shall have perpetual existence.

ARTICLE 5

The amount of capital with which this Corporation shall begin shall be not less than Five Hundred Dollars. (\$ 500.00)

Prepared by

REGINALD SAUNDERS
3500 SW 52nd AVE #102
PEMBROKE PARK, FL. 33023
(305) 999-9906

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ARTICLE 6

The initial Post Office address of principal place of business of this Corporation shall be

3501 SW 52nd AVE. PEMBROKE PARK, FL. 33023
APT. 102

ARTICLE 7

The Corporation shall have not less than one nor more than five Directors as provided by the Bylaws and they shall hold office for one year or until their successors have been duly elected.

ARTICLE 8

BOARD OF DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
REGINALD SAUNDERS	PRESIDENT-SECRETARY	3501 SW 52nd AVE. APT. 102 PEMBROKE PARK, FL. 33023
PAULA MCLEOD	VICE-PRESIDENT	3501 SW 52nd AVE. APT. 102 PEMBROKE PARK, FL. 33023

ARTICLE 9

The registered agent of this Corporation shall be :

REGINALD SAUNDERS 3501 SW 52nd AVE. APT. 102 PEMBROKE PARK, FL. 33023

ARTICLE 10

The names and Post Office addresses of the subscribers to the ARTICLES OF INCORPORATION together with the number of shares which each agrees to take, and the value of the consideration for same, are as follows :

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE OF SHARES</u>
REGINALD SAUNDERS	3501 SW 52nd AVE. #102 PEMBROKE PARK, FL. 33023	500	\$ 500.00

SUBSCRIBED at Miami, Dade County, Florida, this 4 day of MAY,
A.D. 2001.

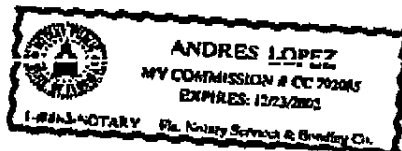
Reginald Saunders
REGINALD SAUNDERS

STATE OF FLORIDA)
COUNTY OF DADE) SS:

I certify that on this day before me, a Notary Public of the State of Florida,
duly qualified and acting, personally appeared REGINALD SAUNDERS

to me well known, and being by me first duly sworn and cautioned, upon their oath
deposed and said that they acknowledged that they had signed the above and foregoing
ARTICLES OF INCORPORATION for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 4
day of MAY A.D., 2001.



[Signature]
NOTARY PUBLIC
ANDRES LOPEZ

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First -- That WHAT ABOUT KIDZ, INC.
desiring to organize under the laws of the State of FLORIDA with its
principal office, as indicated in the Articles of Incorporation at
City of PEMBROKE PARK County of BROWARD State of
Florida, has named REGINALD SAUNDERS
located at 3501 SW 52nd AVE. #102
City of PEMBROKE PARK, County of BROWARD
State of Florida, as its Agent to accept service of process within
this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
Corporation, at place designated in these Articles of Incorporation,
I, hereby, accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

BY Reginald Saunders
(REGISTERED AGENT)
REGINALD SAUNDERS

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