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Joseph E. Gayton

Attorney And Counselor At Law

July 3, 2001

SECRETARY OF STATE
DIVISION OF CORPORATIONS
Attention: NEW FILINGS
P.O. Box 6327
Tallahassee, Florida 32314

FILED
2001 JUL 23 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Articles of Incorporation for
KID'S CITY U.S.A. MANAGEMENT, INC.

Dear Sir/Madam:

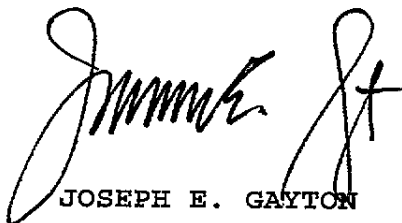
Enclosed is the original and one copy of the Articles of Incorporation for the above-named corporation. The Registered Agent Certificate is attached, as is the "S" Corporation Election. Also enclosed is our check payable to your order in the amount of \$70.00.

The check represents the following fees:

Filing Fee	\$35.00
Registered Agent Fee	<u>\$35.00</u>
TOTAL:	\$70.00

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned. Thank you for your attention and consideration in this regard.

Sincerely yours,



JOSEPH E. GAYTON

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*****70.00 *****70.00

JEG/ms

enclosures: Articles of Incorporations
Registered Agent Certificate
Subchapter "S" Election
Check (\$70.00)

cc: TIMOTHY J. CHEVALIER
DAVID J. BURKARD

7/25/01

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ARTICLES OF INCORPORATION

2001 JUL 23 PM 1:04

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

KID'S CITY U.S.A. MANAGEMENT, INC.

The undersigned, acting as subscribers of a corporation under the Florida Corporation Law, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is KID'S CITY U.S.A. MANAGEMENT, INC..

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of theses Articles with the Department of State.

ARTICLE III

PURPOSE

The corporate purpose is to transact any and all lawful business, and to do all things incidental thereto or connected therewith which are not forbidden by the Florida Corporation Law or by other law or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United

States or by the foreign country.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of no par value common stock, which shall be designated as "Common Shares."

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the shareholders, dividends payable in cash, in property, or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK

The shares of the corporation shall not be divided into classes.

ARTICLE V

ADDRESS

The initial address in Florida of the principal office of the corporation is 7490 - 49th Street North, Pinellas Park, Florida 33781.

ARTICLE VI

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuing fractional shares, at the price at which the

stock is offered to others.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

TIMOTHY J. CHEVALIER
4372 - 14th Street N.E.
St. Petersburg, Florida 33703

DAVID J. BURKARD
16205 Glenury Court
Tampa, Florida 33625

ARTICLE VIII

INITIAL OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 7490 - 49th Street North, Pinellas Park, Florida 33781, and the name of the initial registered agent of the corporation is **TIMOTHY J. CHEVALIER** at 7490 - 49th Street North, Pinellas Park, Florida 33781.

ARTICLE IX

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
TIMOTHY J. CHEVALIER	4372 - 14th Street N.E. St. Petersburg, Florida 33703
DAVID J. BURKARD	16205 Glenury Court Tampa, Florida 33625

ARTICLE X

AMENDMENTS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the shareholders.

ARTICLE XI

CUMULATIVE VOTING

At each election of officers, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of officers to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of candidates.

ARTICLE XII

CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by shareholders of not less than one-tenth (1/10) of the shares entitled to vote.

ARTICLE XIII

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation

shall be managed under the directions of, the shareholders of this corporation.

ARTICLE XIV

INDEMNIFICATION

The corporation shall indemnify any officer or former officer to the full extent permitted by law.

ARTICLE XV

AMENDMENT TO ARTICLES OF INCORPORATION

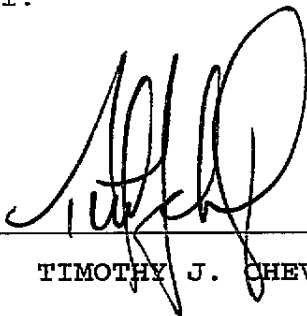
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI


TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of July, 2001.



TIMOTHY J. CHEVALIER

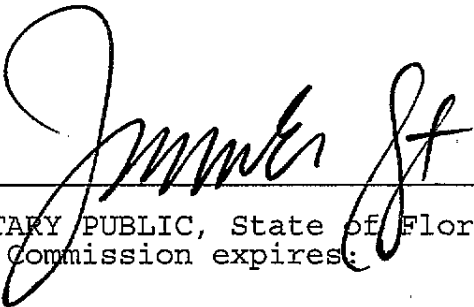


DAVID J. BURKARD

STATE OF FLORIDA :

COUNTY OF PINELLAS :

BEFORE ME, the undersigned authority, personally appeared this day, **TIMOTHY J. CHEVALIER** and **DAVID J. BURKARD**, who are personally known to me, who did take an oath, and who being first duly sworn, depose and state that they are the persons referred to in the foregoing Articles of Incorporation and that they are signing the same freely and voluntarily for the purposes intended by said Articles, on this 3rd day of July, 2001.



NOTARY PUBLIC, State of Florida
My Commission expires:



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REGISTERED AGENT CERTIFICATE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

KID'S CITY U.S.A. MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation, in the City of Pinellas Park, Florida, County of Pinellas, State of Florida, has named TIMOTHY J. CHEVALIER, located at 7490 - 49th Street North, City of Pinellas Park, County of Pinellas, and State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

BY: _____


TIMOTHY J. CHEVALIER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT

KID'S CITY U.S.A. MANAGEMENT, INC.

ELECTION UNDER SECTION 1362, INTERNAL REVENUE CODE

"S" CORPORATION ELECTION

RESOLVED that the corporation does elect to be taxed as a small business corporation for income tax purposes under the provisions of Section 1362, Internal Revenue Code as it hereafter exists or is subsequently amended.

FURTHER RESOLVED that the officers of this corporation are to obtain and file within the time required by law, the consent of all shareholders of this corporation to this election and further do such other acts and deeds as may from time to time be required to fully comply with the requirements of Section 1362, Internal Revenue Code.

FURTHER RESOLVED that the officers of this corporation are authorized and directed to execute and file with the Internal Revenue Service any and all proper forms or documents required or necessary, including Form 2553 of the United States Treasury Department, Internal Revenue Service, for this corporation to be taxed as a small business corporation, an "S" corporation under the Internal Revenue Code.

FURTHER RESOLVED that the secretary of the corporation is directed to attach a copy of Form 2553 with the Internal Revenue Service.

BY: 

TIMOTHY J. CHEVALIER, President

KID'S CITY U.S.A. MANAGEMENT, INC.