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1182 Chelsea Lane
Holiday, Florida 34691
(813) 935-8869

August 3, 2001

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32313

Re: The Kids, Inc.

Dear Sir or Madam:

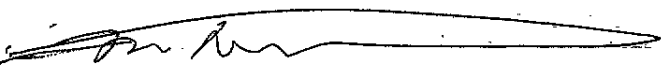
Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the following fees:

Filing Fee:	\$35.00
Designation of Registered Agent:	\$35.00
Certified Copy:	\$8.75

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Please be kind enough to file the original Articles of Incorporation, and return a certified copy to the undersigned in the enclosed stamped, self-addressed envelope. If you should have any question or comments, please feel free to contact me.

Sincerely,



Gregory W. Hulbert

Enclosures (3)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE KIDS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND PRINCIPAL ADDRESS OF BUSINESS

The name of this corporation is The Kids, Inc., and its principal place of business shall be located at 1182 Chelsea Lane, Holiday, Florida 34691.

ARTICLE II – DURATION

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

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V – PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1182 Chelsea Lane, Holiday, Florida 34691, and the name of the initial registered agent of this corporation at that address is Gregory w. Hulbert.

ARTICLE VII- DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this shall be less than one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Director is as follows:

<u>Name</u>	<u>Address</u>
Gregory W. Hulbert	1182 Chelsea Lane Holiday, Florida 34691

ARTICLE VIII- OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

	<u>Name</u>	<u>Address</u>
President	Gregory W. Hulbert	1182 Chelsea Lane Holiday, FL 34691
Vice- President	Gregory W. Hulbert	1182 Chelsea Lane Holiday, FL 34691
Secretary	Gregory W. Hulbert	1182 Chelsea Lane Holiday, FL 34691
Treasurer	Gregory W. Hulbert	1182 Chelsea Lane Holiday, FL 34691

ARTICLE IX- CORPORATION

The name and address of the Incorporator signing these Articles is:

Name

Gregory W. Hulbert

Address

1182 Chelsea Lane
Holiday, Florida 34691

ARTICLE X- INDEMINIFCATION

The corporation shall indemnify any Officer or Director, or any Officer of Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporation management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided at §607.0831, Florida Statutes (1990).

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. Articles may be amended at any time by a majority vote of shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these ARTICLES OF INCORPORATION on the date of signing.

DATED on this 3rd day of August, 2001.

By: 

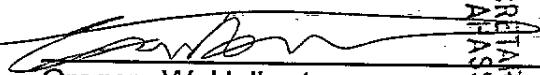
Gregory W. Hulbert
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.901, Florida Statutes, the following is submitted:

First, that The Kids, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Gregory W. Hulbert of 1182 Chelsea Lane, Holiday, Florida 34691, as its agent to accept service of process within the State of Florida.

DATED on this 3rd day of August, 2001.

By: 
Gregory W. Hulbert
Incorporator

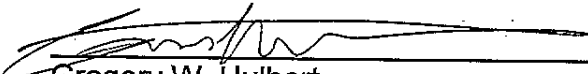
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED on this 3rd day of August, 2001.

By: 
Gregory W. Hulbert
Registered Agent