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March 11, 2002

Florida Department of State
Division of Corporations
ATTENTION: Domestic Charter
Post Office Box 6327
Tallahassee, Florida 32314

800005099118--3
-03/13/02--01030--013
*****122.50 *****78.75

Re: Articles of Incorporation
Character Builders for Kids, Inc.

Dear Sir:

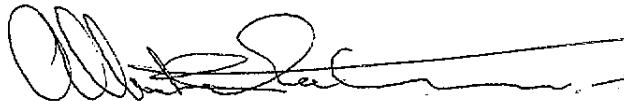
Enclosed are original and one copy of the Articles as above captioned, and our check in the amount of \$122.50, representing:

| | |
|----------------------------|---------|
| Filing Fee | \$35.00 |
| Resident Agent Designation | \$35.00 |
| Certified Copy | \$52.50 |

When the Articles have been processed, we would appreciate the return of the certified copy to our attention.

Thank you for your consideration in this matter.

Sincerely,



Albert C. Eaton

ACE/as
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 13 AM 10:22

3-20-02
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF CHARACTER BUILDERS FOR KIDS, INC.

The undersigned, being a natural person, competent to contract and for the purpose of forming a corporation for profit under the Florida General Corporation Act, does hereby adopt the following articles of incorporation

ARTICLE I

NAME

The name of the Corporation is:

CHARACTER BUILDERS FOR KIDS, INC..

ARTICLE II

DURATION

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE OR PURPOSES

The purpose or purposes for which this Corporation is organized are to engage in any or all lawful business or trade which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on and as permitted under the Florida General Corporation Act.

ARTICLE IV

CAPITALIZATION

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class designated as "Common Stock" and shall have a par value of TEN DOLLARS (\$10.00) per share.

ARTICLE V

REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered agent of the Corporation is 829 Lake Evalyn Drive, Celebration, Florida 34747, and the name of its initial registered agent at such address is HOLLY L. SOSE. The street address of the initial principal office of the Corporation is 829 Lake Evalyn Drive, Celebration, Florida 34747.

ARTICLE VI

DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of each person who is to serve as a member of the initial board of directors is:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Bonnie L. Sose | 829 Lake Evalyn Drive Celebration, FL 34747 |
| Holly L. Sose | 829 Lake Evalyn Drive Celebration, FL 34747 |
| Rosalie Miller | 829 Lake Evalyn Drive Celebration, FL 34747 |

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is:

Name

Address

Bonnie L. Sose

829 Lake Evalyn Drive
Celebration, Florida 34747

Executed by the undersigned at Orlando, Orange County, Florida, on the 8th day of MARCH, 2002.

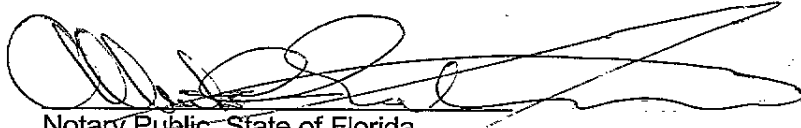


BONNIE L. SOSE
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments and oaths, personally appeared BONNIE L. SOSE, who is known to me or who has produced N/A as identification, who did not take an oath, who executed the foregoing and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS MY HAND and official seal in the County and State aforesaid, this 8th day of MARCH, 2002.

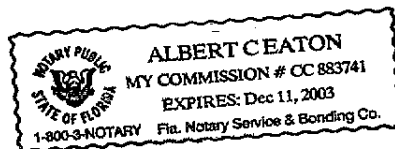


Notary Public, State of Florida



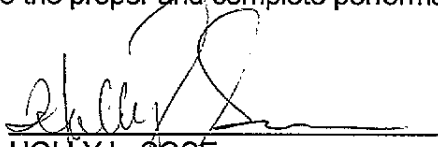
Printed Name

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept the designation of initial Registered Agent of CHARACTER BUILDERS FOR KIDS, INC., that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


HOLLY L. SOSE
829 Lake Evalyn Drive
Celebration, FL 34747

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DIVISION OF CORPORATIONS
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