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Division of Corporations

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To:Division of Corporations
Fax Number : (850)205-0381**From:**Account Name : QUARLES & BRADY LLP
Account Number : I20000000067
Phone : (941)262-5959
Fax Number : (941)434-4999

Att: Pat D.

FLORIDA PROFIT CORPORATION OR P.A.**Little Fellas Edutainment Corp.**

Certificate of Status	1
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LITTLE FELLAS EDUTAINMENT CORP.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is **Little Fellas Edutainment Corp.**

ARTICLE II
Duration

The duration of the corporation shall be **perpetual.**

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is **Five Million (5,000,000) shares**, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws. The Initial Board of Directors shall consist of:

Jodi Michelle Fella
Felice Antonio Fella
Gene Landrum

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ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall impose.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is, **4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103**, and the name of its initial registered agent at such address is **Naples-Lawdock, Inc.**, a Florida corporation.

ARTICLE VIII
Incorporator

The name and address of the sole incorporator is **C. Lane Wood, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103**.

ARTICLE IX
Principal Office

The principal office and mailing address of the corporation is as follows: **1922 Southeast 5th Street, Cape Coral, Florida 33990**.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation at Naples, Florida on April 2, 2002.


C. Lane Wood, Incorporator

**CERTIFICATE OF ACCEPTANCE OF
DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 48.091, Florida Statutes and Section 607.0501(3) of the Florida Business Corporation Act, the following is submitted:

1. That Little Fellas Edutainment Corp., desiring to organize under the laws of the State of Florida, has named Naples-Lawdock, Inc., located at c/o Quarles & Brady LLP, Attn: C. Lane Wood, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of process within Florida.


Dated: April 2, 2002


C. Lane Wood, Incorporator

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity; the undersigned is familiar with and accepts the obligations of §607.0505 of the Florida Business Corporation Act and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.


(Corporate Seal)
NAPLES-LAWDOCK, INC., a Florida
corporation

Dated: April 2, 2002


David L. Petersen, as
Vice President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me on April 2, 2002 by David L. Petersen, as Vice President of Naples-Lawdock, Inc., a Florida corporation, who is personally known to me.


NOTARY PUBLIC (SEAL)

My Commission Expires:



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