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March 27, 2002

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*****78.75 *****78.75

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: PRO-KIDS PLAYGROUND
File #8012

Dear Registration Section:

Enclosed please find duplicate original Articles of Incorporation for the corporation referenced above, together with a check in the amount of \$155.00 representing the following:

\$ 35.00	Filing fee
\$ 35.00	Designation of Registered Agent
\$ 8.75	Certified Copy
<hr/>	
\$ 78.75	

02 APR 15 PM 1:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Kindly forward the duplicate certified copy.

Sincerely,

Jamie B. Greusel
Jamie B. Greusel, Esq.

JBG/mh
Enclosures

7. SMITH APR 15 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 1, 2002

BERRY & GREUSEL
1104 N COLLIER BLVD
MARCO ISLAND, FL 34145

SUBJECT: PRO-KIDS PLAYGROUND, INC.
Ref. Number: W02000009030

We have received your document for PRO-KIDS PLAYGROUND, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 902A00019088

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 15 PM 1:46

ARTICLES OF INCORPORATION
OF
PRO-KIDS PLAYGROUND, INC.

I. NAME

The name of the corporation is PRO-KIDS PLAYGROUND, INC.

II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

III. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the Laws of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, all shares, having a par value of One Dollar (\$1.00) per share.

V. PREEMPTIVE RIGHTS

The Stockholders of this corporation shall have preemptive rights as to any officer for the sale of shares of this corporation to third parties or individual shareholders of this corporation.

VI. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 1104 N. Collier Boulevard, Marco Island, Florida 34145. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is JAMIE B. GREUSEL, c/o Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida 34145.

VIII. DIRECTORS

This corporation shall have one director initially. The number of directors, may, from time to time, be increased by By-Laws adopted by the stockholders. The name and address of the first member of the Board of Directors is Jamie B. Greusel, 1104 N. Collier Boulevard, Marco Island, Florida 34145.

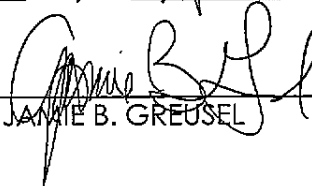
IX. SUBSCRIBER AND INCORPORATOR

The subscriber and incorporator to these Articles of Incorporation is Jamie B. Greusel, 1104 N. Collier Boulevard, Marco Island, Florida 34145.

X. AMENDMENTS

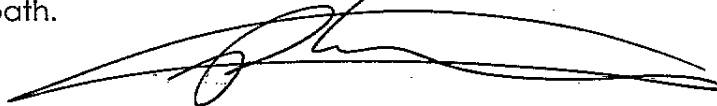
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on the 4th day of April, 2002.


JAMIE B. GREUSEL

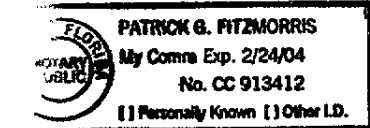
COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 4 day of April, 2002 by Jamie B. Greusel, who is personally known to me or who has produced _____ (type of identification) as identification and who did (did not) take an oath.



(SEAL)

Notary Public _____
(typed name)
My Commission Expires: _____
Commission # _____




**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

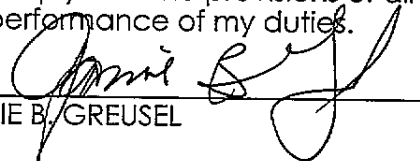
In compliance with Section 48.091 and 607.0501, Florida Statutes the following is
submitted:

PRO-KIDS PLAYGROUND, INC. desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at Naples, Florida
34104, has named Jamie B. Greusel, Berry & Greusel, 1104 N. Collier Blvd., Marco
Island, Florida 34145 as its agent to accept service of process within Florida.

Date: April 4 2002


JAMIE B. GREUSEL

Having been named 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, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


JAMIE B. GREUSEL

This instrument prepared by:

BERRY & GREUSEL, Attorneys at Law
1104 N. Collier Blvd.
Marco Island, Florida 34145
(941) 394-8111

02 APR 15 PM 1:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS