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BASIC AMENDMENT

KIDZ KORNER, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

*Amended & Restated
Art.*

04/28/03
EMPIRE CORP



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 24, 2003

KIDZ KORNER, INC.
590 W. 20TH STREET
HIALEAH, FL 33010

SUBJECT: KIDZ KORNER, INC.
REF: F02000091576

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIDZ KORNER, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida (particularly the Florida Business Corporation Act) hereby certifies that:

ARTICLE I. CORPORATE NAME.

The name of this corporation is **KIDZ KORNER, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 590 W. 20th Street, Hialeah, Florida 33010. This corporation, however, may from time to time move the principal office to any other address in Florida and shall have the right and power to transact business and establish offices within and without the State of Florida as may be necessary or convenient.

This document prepared by:
Bernard P. Coniff, Esq.
600 West 20 Street
Hialeah, Florida 33010
(305) 863-8860, Ext. 334
(Fl. Bar No. 449301)

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ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares of one dollar (\$1.00) par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and Regulations thereunder.

ARTICLE IV. REGISTERED AGENT AND OFFICE.

The name and address of the registered agent is Gisele Braceras, 590 W. 20th Street, Hialeah, Florida 33010.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator of the Articles of Incorporation is Gisele Braceras, 11860 S.W. 47th Street, Miami, Florida 33175.

ARTICLE VI. BOARD OF DIRECTORS

The corporation shall have three (3) directors. The number of directors may be increased or decreased through by-laws adopted by the shareholders, but shall never be less than one. Said Board of Directors shall exercise on behalf of the corporation all powers granted to corporations by the Florida Business Corporation Act.

The names and addresses of the Board of Directors, who shall serve until the next election, shall be as listed below:

<u>Names</u>	<u>Addresses</u>
Gisele Braceras	11860 S.W. 47th Street Miami, Florida 33175
Susana Braceras	11860 S.W. 47th Street Miami, Florida 33175
Elizabeth Braceras	11860 S.W. 47th Street Miami, Florida 33175

ARTICLE VII. PURPOSE

The general nature of the business to be conducted and carried on by this corporation will be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

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ARTICLE VIII. DURATION

The corporation is to have perpetual existence.

The foregoing Amended and Restated Articles of Incorporation were adopted by the unanimous vote on April 1, 2003, of the Sole Shareholder of the Corporation. The effective date of the amendments is April 1, 2003. The number of votes cast for the amendment was sufficient for approval of the Amended and Restated Articles of Incorporation.

Signed this 10th Day of April, 2003.

Kidz Korner, Inc.

By: Jul Bracer
Eisele Braceras
President

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