

FRADLEY LAW FIRM, P.A.

27 N. PENNOCK LANE
SUITE 104
JUPITER, FLORIDA 33458

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PD2000113163

October 17, 2002

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

200008453942--6
-10/18/02--01083--001
*****70.00 *****70.00

Re: International Kids Zone, Inc.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation.

Also enclosed please find my check in the amount of \$70.00 which represents the filing fees in this regard.

Please file the Articles of Incorporation and return one filed copy to me in the envelope provided.

Sincerely yours,

Donald S. Fradley

DONALD S. FRADLEY
DSF/ksb
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 18 PM 3:51

D. WHITE OCT 21 2002

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL KIDS ZONE, INC**

02 OCT 18 PM 3:51

The undersigned Incorporators, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation shall be:

INTERNATIONAL KIDS ZONE, INC.

ARTICLE II - ADDRESS

The address of the principal office of the Corporation shall be:

**66 SHEFFIELD C
WEST PALM BEACH, FL 33417**

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1000	\$1.00	Common

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is:

DONALD S. FRADLEY

27 N. Pennock Lane, Suite 104, Jupiter, FL 33458

ARTICLE V - SOLE INCORPORATOR

The name and address of the incorporators to these Articles of Incorporation are:


**FREDERICK BARTON
66 SHEFFIELD C
WEST PALM BEACH, FL 33417**

**JANE BARTON
66 SHEFFIELD C
WEST PALM BEACH, FL 33417**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporators have
executed these Articles of Incorporation this 16th day of
October, 2002.

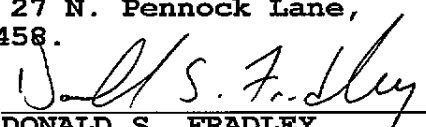

FREDERICK BARTON
Incorporator


JANE BARTON
Incorporator

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT/REGISTERED OFFICE**

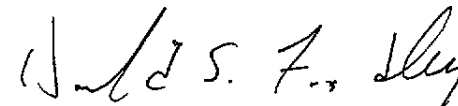
Pursuant to the provisions of Section 607.0501, Florida
Statutes, the undersigned corporation, organized under the laws of
the State of Florida, submits the following statement in
designating the registered office/registered agent, in the State
of Florida.

1. The name of the corporation is **INTERNATIONAL KIDS ZONE,
INC.**
2. The name and address of the registered agent and
office is: **DONALD S. FRADLEY, 27 N. Pennock Lane,
Suite 104, Jupiter, Florida 33458.**


DONALD S. FRADLEY

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 ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND 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 this 16th day of October, 2002.


DONALD S. FRADLEY
Registered Agent