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12/30/02--01105--001 **78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-3

LAW OFFICES OF
OSVALDO N. SOTO
UNION PLANTERS BANK BUILDING, SUITE 310
2151 SOUTH LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

Osvaldo N. Soto, Esq.
Iris Escarrá, Esq.
Elizabeth De Armas, Esq.
Elisabeth Anne Millich, Esq.

Telephone (305) 567-0010
Facsimile (305) 567-0799
E-mail: onslaw@aol.com

December 23, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Spunky Kids Entertainment, Inc.

Dears Sirs/Madams:

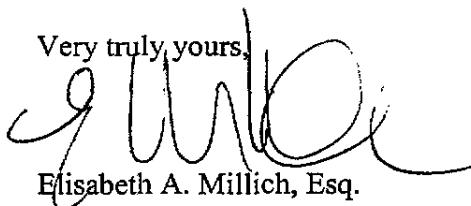
Please find the enclosed original and copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

| | |
|-----------------------|-------------|
| Filing Fee | \$35.00 |
| Registered Agent | 35.00 |
| Designation | |
| <u>Certified Copy</u> | <u>8.75</u> |
| Total | \$78.75 |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated. Thank you for your time and consideration.

Very truly yours,



Elisabeth A. Millich, Esq.



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 15, 2003

ELISABETH A MILLICH ESQ *****2ND MAILING
C/O SPUNKY KIDS ENTERTAINMENT, INC.
3020 SW 28TH STREET
COCONUT GROVE, FL 33133

SUBJECT: SPUNKY KIDS ENTERTAINMENT, INC.
Ref. Number: W03000000003

We have received your document for SPUNKY KIDS ENTERTAINMENT, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 903A00000007

**Articles of Incorporation
Spunky Kids Entertainment, Inc.**

The undersigned, acting as the Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

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TALLAHASSEE, FLORIDA

- Article I Name.** The name of this Corporation is Spunky Kids Entertainment, Inc.
- Article II Address.** The principal place of business and mailing address of the Corporation is as follows:
Spunky Kids Entertainment, Inc.
3020 SW 28th Street
Coconut Grove, Florida 33133
- Article III Purpose.** The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.
- Article IV Capital Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of Stock that the Corporation is authorized to issue is fifteen thousand (15,000) shares, ten thousand (10,000) shares of Common Stock and five thousand (5,000) shares of Preferred Stock, all with a par value of one cent (\$0.01) per share. The Common Stock shall have unlimited voting rights and is entitled to receive the net assets of the Corporation upon dissolution. The Board of Directors is authorized to provide for the issuance of Preferred Stock in series and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each series and the preferences, limitations and relative rights of each series.
- Article V Registered Agent.** The name and address of the initial Registered Agent are as follows:
Osvaldo N. Soto, Esq.
Law Offices of Osvaldo N. Soto
2151 South LeJeune Road, Suite 310
Coral Gables, Florida 33134
- Article VI Incorporator.** The name and address of the Incorporator are as follows:
Elisabeth A. Millich, Esq.
Law Offices of Osvaldo N. Soto
2151 South LeJeune Road, Suite 310
Coral Gables, Florida 33134
- Article VII Duration.** The period of duration of this Corporation is perpetual.


Article VIII Bylaw Amendment. The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

Article IX Indemnification. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

Article X Informal Action of Directors. If all Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article XI Amendment of Articles. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of 2002.



Elisabeth A. Millich, Incorporator



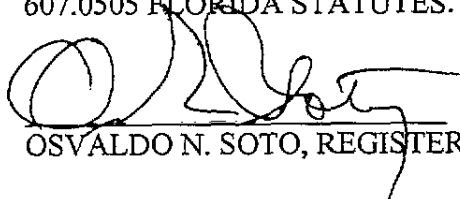
Osvaldo N. Soto, Registered Agent

Certificate Designating Place of Business for the Service of Process within Florida,
Naming Agent Upon Whom Process May be Served

IN COMPLIANCE WITH CHAPTER 607, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT SPUNKY KIDS ENTERTAINMENT, INC.
WITH ITS PLACE OF BUSINESS AT 3020 SW 28TH STREET, COCONUT GROVE,
FL 33133,
HAS NAMED OSVALDO N. SOTO,
LOCATED AT THE LAW OFFICES OF OSVALDO N. SOTO, 2151 S. LEJEUNE
ROAD, SUITE 310, CORAL GABLES, FL 33134,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED BUSINESS ORGANIZATION, 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, AND I AM
FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION
607.0505 FLORIDA STATUTES.



OSVALDO N. SOTO, REGISTERED AGENT

1-21-03
DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA