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(Requestor's Name)

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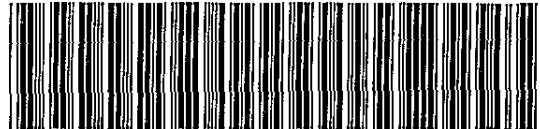
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Law Offices

Michael Wm Mead, P.A.

24 Walter Martin Road, Suite 3
Fort Walton Beach, Florida 32548

Telephone (850) 243-3135

Fax: (850) 244-4849

Please reply to:

Post Office Drawer 1329

Fort Walton Beach, Florida 32549-1329

March 10, 2003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: KIDS DISCOVERY III, INC.

Gentlemen:

Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$78.75 which represents the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	8.75

Thank you for your assistance in this matter.

Sincerely,
MICHAEL WM MEAD, P.A.



Michael Wm Mead, Jr.
MWM/joy
Enclosures

ARTICLES OF INCORPORATION
OF
KIDS DISCOVERY III, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.
Name

The name of this corporation is: KIDS DISCOVERY III, INC.

ARTICLE II.
Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.
Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.
Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is **ONE THOUSAND (1,000) SHARES** having a nominal or par value of \$1.00 per share.

ARTICLE V.
Address

The principal place of business of this corporation shall be: Suite 3, 24 Walter Martin Road, Fort Walton Beach, FL 32548, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law. The majority of the stockholders entitled to vote thereon shall approve every Amendment at a stockholder's meeting.

ARTICLE VII.
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII.
Officers

The names and addresses of the President, Secretary, and Treasurer are:

<u>NAME/ADDRESS</u>	<u>OFFICE</u>
Michael Wm Mead, Jr.	President
P. O. Drawer 1329	Secretary
Fort Walton Beach, FL 32549	Treasurer

ARTICLE IX.
Subscribers

The name and address of the subscriber of these Articles of Incorporation and the number of shares she agrees to take are as follows:

<u>NAME/ADDRESS</u>	<u>SHARES</u>
Michael Wm Mead, Jr.	500
P.O. Drawer 1329	
Fort Walton Beach, Florida 32549	

ARTICLE X
Registered Agent

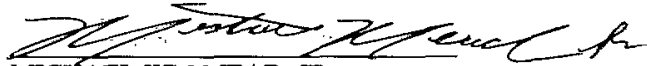
The Registered Agent of the corporation shall be MICHAEL WM MEAD, JR., and the street address of the office, place of business or location for the service of process within this State shall be: Suite 3, 24 Walter Martin Road, Ft. Walton Beach, FL 32548.

ARTICLE XI
Incorporator

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

MICHAEL WM MEAD, JR., P O Drawer 1329, FT WALTON BEACH, FLORIDA 32549.

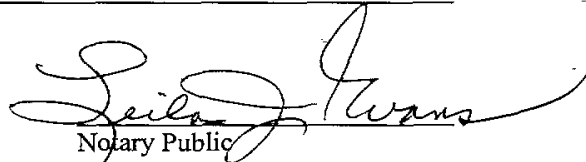
IN WITNESS WHEREOF, the undersigned has hereunto executed these presents this 10th day of March, 2003.

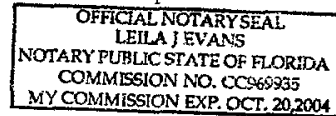

MICHAEL WM MEAD, JR.

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 10th day of March, 2003
by
Michael Wm Mead, Jr.

 X who is personally known to me, or
 who produced _____
 as identification


Notary Public
My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

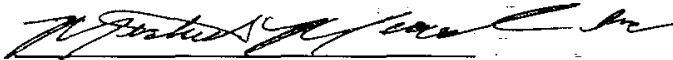
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: KIDS DISCOVERY III, INC.,

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at **Suite 3, 24 Walter Martin Road, Ft. Walton Beach, FL 32548**, has named Michael Wm Mead, Jr., located at **Suite 3, 24 Walter Martin Road, Fort Walton Beach, FL 32548, Okaloosa County, Florida**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



MICHAEL WM MEAD, JR.

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TALLAHASSEE FLORIDA