

**Electronic Articles of Incorporation
For**

P05000050780
FILED
April 05, 2005
Sec. Of State
wcunningham

KIDTOWN, USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

KIDTOWN, USA, INC.

Article II

The principal place of business address:

66 SHEFFIELD C
WEST PALM BEACH, FL. US 33417

The mailing address of the corporation is:

66 SHEFFIELD C
WEST PALM BEACH, FL. US 33417

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000

Article V

The name and Florida street address of the registered agent is:

DONALD S FRADLEY
27 N. PENNOCK LANE
104
JUPITER, FL. 33458

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DONALD S. FRADLEY

Article VI

The name and address of the incorporator is:

FREDERICK BARTON
66 SHEFFIELD C
WEST PALM BEACH, FL 33417

Incorporator Signature: FREDERICK BARTON

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
FREDERICK BARTON
66 SHEFFIELD C
WEST PALM BEACH, FL. 33417 US

Title: S
JANE BARTON
66 SHEFFIELD C
WEST PALM BEACH, FL. 33417 US

Article VIII

The effective date for this corporation shall be:

04/05/2005