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FLORIDA PROFIT CORPORATION OR P.A.

KID POWER, INC.

Certificate of Status	1
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DIVISION OF CORPORATE REGISTRATION

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ARTICLES OF INCORPORATION

of

KID POWER, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be **KID POWER, INC.**

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 3600 Mystic Pointe Drive, #1418, Aventura, Florida 33180.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: William Jay Cohen, 3600 Mystic Pointe Drive, #1418, Aventura, Florida 33180.

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ARTICLE VII

DIRECTORS: The corporation shall have three (3) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successor have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Mary Albanese	3600 Mystic Pointe Drive, #1418 Aventura, Florida 33180
Earl Bayer	3600 Mystic Pointe Drive, #1418 Aventura, Florida 33180
William Jay Cohen	3600 Mystic Pointe Drive, #1418 Aventura, Florida 33180

ARTICLE IX

OFFICERS: The names and titles of the Officers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>TITLE</u>
William Jay Cohen	President
Mary Albanese	Secretary & Treasurer
Earl Bayer	Vice President

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ARTICLE X

INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation is as follows:

NAME

William Jay Cohen

ADDRESS

3600 Mystic Pointe Drive, #1418
Aventura, Florida 33180

ARTICLE XI

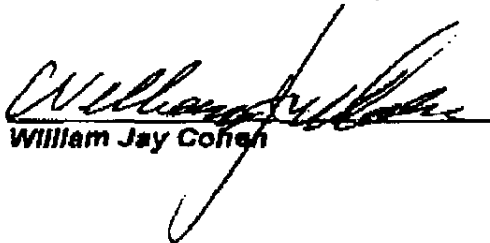
EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XII

8 The undersigned incorporator has executed these Articles of Incorporation this day of JUNE, 2005.


William Jay Cohen

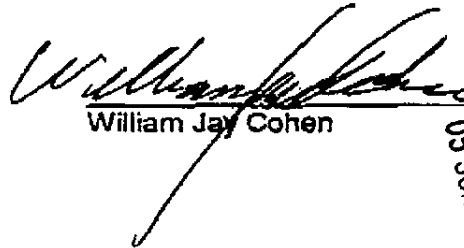
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ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for **KID POWER, INC.** at the place designated in the Articles of Incorporation, I agree to act in this capacity, I 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 the Registered Agent.

Dated: JUNE 8, 2005


William Jay Cohen

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