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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 872258 10234A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 78.75

ORDER DATE : February 16, 2006

ORDER TIME : 10:38 AM

ORDER NO. : 872258-005

CUSTOMER NO: 10234A

DOMESTIC FILING

NAME: KIDSPACE OF OKEECHOBEE, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____

SECRET
TALLAHASSEE, FLORIDA

06 FEB 16 AM 11:33

FILED

**ARTICLES OF INCORPORATION
OF
KIDSPACE OF OKEECHOBEE, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **KIDSPACE OF OKEECHOBEE, INC.** The address of the principal office of this corporation shall be Route 6, Box 812A, Okeechobee, Florida 34974, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Route 6, Box 812A, Okeechobee, Florida 34974, and the name of the initial registered agent of the corporation at that address is REGINA BYRN KNABE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

THOMAS M. KNABE, JR., Route 6, Box 812A, Okeechobee, Florida 34974
REGINA BYRN KNABE, Route 6, Box 812A, Okeechobee, Florida 34974

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President - THOMAS M. KNABE, JR., Route 6, Box 812A, Okeechobee, Florida 34974
Secretary - REGINA BYRN KNABE, Route 6, Box 812A, Okeechobee, Florida 34974

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1261 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation


REGINA BYRN KNABE, Route 6, Box 812A, Okeechobee, Florida 34974

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on February 10, 2006.


Regina Byrn Knabe

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

REGINA BYRN KNABE, having an address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Regina Byrn Knabe

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE