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JEFFREY M. JACOBS, C.P.A.

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Account Number : 110516003447
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FLORIDA PROFIT/NON PROFIT CORPORATION

Beach & Tumbles, Inc.

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

2008 MAY 14 A 10:42

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Beach & Tumbles, Inc.

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

Effective date: May 12, 2008

ARTICLE II

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

Beach & Tumbles, Inc.

The principal office and mailing address is:

812 Ifield Road

St Augustine, Florida 32095

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

812 Ifield Road

St Augustine, Florida 32095

The name of the initial registered agent is:

Scott J. Faber

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ARTICLES OF INCORPORATION
OF
Beach & Tumbles, Inc.

ARTICLE IV

DURATION:

The Corporation shall have perpetual existence.

ARTICLE V

PURPOSE:

The Corporation will be used exclusively for the purpose of operating a business known as J.W. Tumbles under and in accordance with that certain franchise agreement between the incorporator and the franchisor, JWT Kids, Inc. No other business will be operated under this entity.

ARTICLE VI

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than one hundred (100) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien. The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be one thousand (1000) with a par value of \$1.00.

ARTICLES OF INCORPORATION
OF
Beach & Tumbles, Inc.

ARTICLE VII

BOARD OF DIRECTORS:

The initial board of directors shall consist of two members. Their names and mailing addresses, as well as, the position they hold is as follows:

Name: Scott J. Faber
Director
Address: 812 Ifield Road
St Augustine, Florida 32095

Name: Tammy L. Faber
Director
Address: 812 Ifield Road
St Augustine, Florida 32095

OFFICERS:

The initial officers of the corporation shall consist of two persons. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: Tammy L. Faber
President
Address: 812 Ifield Road
St Augustine, Florida 32095

Name: Scott J. Faber
Secretary/Treasurer
Address: 812 Ifield Road
St Augustine, Florida 32095

ARTICLES OF INCORPORATION
OF

Beach & Tumbles, Inc.

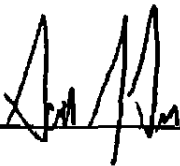
ARTICLES VIII

INCORPORATOR:

The name and address of the incorporator is:

Name: Scott J. Faber
Address: 812 Ifield Road
St Augustine, Florida 32095

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 14th day of May 2008.

A handwritten signature in black ink, appearing to read 'S. J. Faber', is written over a horizontal line.

Incorporator (Signature)

ARTICLES OF INCORPORATION
OF
Beach & Tumbles, Inc.

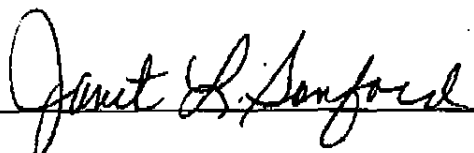
STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Scott J. Faber.

Who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this 14th day of May 2008.



Notary Public

STATE OF FLORIDA

Personally Known

or

Produced Identification

Type of ID produced: FL Drivers License



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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Beach & Tumbles, Inc.

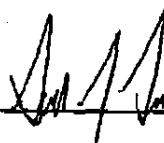
ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

BY INCORPORATOR AS SET FORTH IN ARTICLE II

First – That Beach & Tumbles, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of St. Augustine, State of Florida, has named Scott J. Faber, located at 812 Ifield Road, in the City of St. Augustine, State of Florida, 32095, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature



(Registered Agent)

(Incorporator & Corporate Officer)

Date

5/14/00

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