

P95000011589

Buchanan Ingersoll
PROFESSIONAL CORPORATION

Steven B. Chaneles
305-933-5647

Attorneys

One Turnberry Place
19495 Biscayne Boulevard, Suite 606
North Miami Beach, FL 33180-2320
Telephone: 305-933-5600

Fax: 305-933-2350

February 7, 1995

VIA FEDERAL EXPRESS
Division of Corporations
The Old Jail
409 East Gaines Street
Tallahassee, Florida 32399

200001400482
-02/08/95--01069--017
****122.50 ****122.50

Re: Our Children Are Watching, Inc.

Dear Sir/Madam:

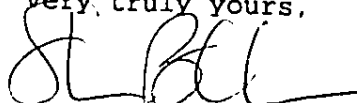
Enclosed please find the following:

1. One (1) original of the Articles of Incorporation (the "Original Articles") for the proposed corporation referenced above;
2. One (1) copy of the Articles of Incorporation (the "Copy Articles");
3. Check #0608 drawn on the account of Susan F. Collins in the amount of \$122.50 for the filing fees and certification; and
4. Letter number: 495A00002237 evidencing reservation of the corporate name.

The Original Articles are for filing purposes. The Copy Articles are so that the Company may have proof of incorporation in the interim before they receive a final proof of filing. Please stamp the Copy Articles officially received and return them, as soon as possible, in the envelope we have enclosed for that purpose.

If you should have any questions regarding the above, please call the undersigned immediately. Thank you.

Very truly yours,


Steven B. Chaneles

MAR:cd
Enclosures
cc: Susan F. Collins

FILED
1995 FEB -8 PM 2:00
TALLAHASSEE, FLORIDA
dB 2/10/95



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 19, 1995

SUSAN F. COLLINS
12040 N.E. 5TH AVENUE
MIAMI, FL 33161

The name **OUR CHILDREN ARE WATCHING, INC.** has been reserved for 120 days beginning January 19, 1995. The reservation number is R95000000234 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Alan Crum

Letter number: 495A00002237

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
OUR CHILDREN ARE WATCHING, INC.

FILED

1955 FEB -8 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be:

Our Children Are Watching, Inc.

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 12040 N.E. 5 Avenue, Biscayne Park, Florida 33161.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 19495 Biscayne Blvd., Suite 606, North Miami Beach, Florida 33180 and the name of the initial registered agent is Steven B. Chaneles.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name of the Director is:

Susan Collins

The address of the Director is: 12040 N.E. 5 Avenue, Biscayne Park, Florida 33161.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Steven B. Chaneles, 19495 Biscayne Blvd., Suite 606, North Miami Beach, Florida 33180.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of February, 1995.



Steven B. Chaneles, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 6TH DAY OF FEBRUARY, 1995.

BY: 
Steven B. Chaneles

FILED
1995 FEB -8 PM 2:00
TALLAHASSEE, FLORIDA