

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

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Bower

122

FEB 28 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AKL _____

WALK-IN

Will Pick Up 228 1200RE: Kids Unlimited, Inc

DIVISION FEB 28 1995

Capital Express

Art. of Inc. File

Corp. and Search

Ltd. Partnership File

Foreign Corp. File

Cert. Copy

Art. of Amend. File

Dissolution/Withdrawal

C U S -

Fictitious Name File

Name Reservation

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Driving Record

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UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

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Top Priority

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FAX () _____ pgs.

SUBTOTALS

FEE..... \$ _____

DISBURSED..... \$ _____

SURCHARGE..... \$ _____

TAX on corporate supplies..... \$ _____

SUBTOTAL..... \$ _____

PREPAID..... \$ _____

BALANCE DUE..... \$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

C.C. FEE.

DISBURSED

95 FEB 28 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

6000001421146

-03/03/95-01073-016

***122.50 ***122.50

ARTICLES OF INCORPORATION
OF
KIDS UNLIMITED, INC.

FILED
95 FEB 28 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is KIDS UNLIMITED, INC.

ARTICLE II
APPLICABLE LAW

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III
DURATION

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V
CAPITAL STOCK

The Corporation will have authority, acting by its board of directors, to issue not more than one hundred thousand (100,000) shares of common stock having a par value of fifty cents (\$.50) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION

The Corporation's initial registered office located at 600 Jennings Avenue, Eustis, Florida 32726. The Corporation's initial registered agent at that office is David M. Campione, Esquire.

The initial principal office of the Corporation is located at 19333 Spring Oak Drive, Eustis, Florida 32726.

ARTICLE VII
PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII
INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a. The director breached or failed to perform his duties as a director; and
- b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE X
INCORPORATOR

The name and address of the incorporator of the Corporation is:

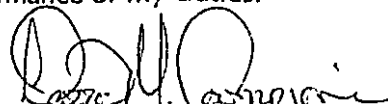
David M. Campione, Esq.
600 Jennings Avenue
Eustis, Florida 32726

IN WITNESS WHEREOF, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 25th day of February, 1995.


David M. Campione

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


David M. Campione
Registered Agent

LAW OFFICES
BOWEN & CAMPIONE, P.A.
601 JENNINGS AVENUE
POST OFFICE BOX 926
EUSTIS, FLORIDA 32726-0926
(Corner of Kurt St. and Jennings Ave.)
(904) 589-1414
Telecopier (904) 589-1726

LENNON E. BOWEN, III
DAVID M. CAMPIONE

P950000/6336
March 22, 1995

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

500001441455
-03/28/95--01069--016
*****35.00 *****35.00

RE: Amendment To Articles Of Incorporation
Kids Unlimited, Inc.
Account Number: P95000016336

Dear Sir:


To effectuate the amending of the Articles of Incorporation for Kids Unlimited, Inc., we herewith deliver to you the following documents:

1. The original Articles of Amendment for Kids Unlimited, Inc.
2. A check in the amount of \$35.00 payable to the Florida Secretary of State. The amount of the check covers the cost of filing Articles of Amendment (\$35.00).

I respectfully request that you file the Articles of Amendment, and take such other actions as are required by law to effectuate the amending of the Articles of Incorporation.

Please notify the undersigned if there are any questions regarding these documents.

Sincerely,


David M. Campione

DMC/enc

kidcomp\corp.ltr

*Amend
3/29
TLL*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 27 PM 3:24

ARTICLES OF AMENDMENT
KIDS UNLIMITED, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 27 PM 3: 24

TO: The Florida Department of State

The undersigned, as incorporator of KIDS UNLIMITED, INC., adopted the below-detailed amendments to the Articles of Incorporation by unanimous written consent. The amendments have been made prior to the issuance of any shares of stock in the above-named corporation. The adopted amendments to the Articles of Incorporation are as follows:

ARTICLE V, CAPITAL STOCK, is hereby amended in the whole and entirety to provide as follows:

5.01 The aggregate number of shares that the Corporation is authorized to issue is one hundred thousand (100,000) shares, all of which shall be without par value. The shares are divided into three classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Series (if any)</u>	<u>Number of shares</u>
Common	A	90,000
Common	B	5,000
Preferred		5,000

5.02 The Corporation is authorized to issue two classes of shares to be designated respectively common and preferred. The number of common shares authorized is ninety five thousand (95,000). The number of preferred shares authorized is five thousand (5,000). The preferred shares may be issued in one series. Except as otherwise provided in these Articles of Incorporation, the Board of Directors is hereby authorized to fix the number of shares and may determine or alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued class of shares or any wholly unissued series of any class of shares. As to any series, the number of shares of which is fixed by the Board of Directors as herein authorized, the Board of Directors may, within any limits and restrictions stated in the resolution or resolutions of the Board of Directors, fix the original number of shares constituting any series and increase or decrease the number of shares of any such series subsequent to the issue of shares of that series. In the event that the number of shares of a series is decreased, the shares constituting the decrease shall resume the status which they had prior to the adoption of the resolution that originally fixed the number of shares of that series.

PREFERRED SHARES

5.03 The rights, preferences, privileges, and restrictions granted to or imposed on the preferred shares are as follows:

5.04 The preferred shares shall consist of five thousand (5,000) shares. Holders of preferred shares shall be entitled to receive dividends in accordance with the provisions of Article 5.05. In the event of any involuntary or voluntary liquidation, dissolution, or winding up of the corporation, the holders of the preferred shares shall receive all dividends in accordance with the provisions of Article 5.06. Such shares shall be convertible into common as provided in Article 5.08. The preferred shares shall have all the rights and be subject to all provisions of this Article applicable to preferred shares.

5.05 **Dividends-Time For Payment.** The holders of the preferred shares, in preference to the holders of the common shares, shall be entitled to receive dividends out of any funds legally available for that purpose.

5.06 **Dividend Rights.** In no event, so long as any preferred shares shall be outstanding, shall any distribution be made to any of the common shares, unless and until such time as the holders of the preferred shares have received dividends equalling one and one half (1.5) times the subscription amount paid to the corporation for the preferred shares. "Distribution" as used in this paragraph means (1) the transfer of cash or property without consideration, whether by way of dividend or otherwise, and (2) the purchase, or redemption of shares of the corporation for cash or property, including any transfer, purchase, or redemption by a subsidiary of the corporation. Distribution does not include dividends in shares of the corporation. The time of any distribution by way of dividend shall be the date of its declaration. The time of any distribution by purchase or redemption of shares shall be the date cash or property is transferred by the corporation, whether or not pursuant to a contract of an earlier date. When a negotiable debt security is issued in exchange for shares, the time of the distribution is the date when the corporation acquires the shares in such an exchange.

5.07 **Liquidation Preferences.** On any voluntary or involuntary liquidation of the corporation, the holders of the preferred shares shall receive dividend distributions equal to one and one half (1.5) times the subscription amount paid to the corporation for the preferred shares less the amount of cumulative dividends received for the preferred shares, and no more, before any amount shall be paid to the holders of the common shares. Should the assets of the corporation be insufficient to permit payment to the preferred shareholders of their full preferential amounts as herein provided, then the assets shall be distributed ratably among the outstanding preferred shares. Subject to such preferential rights, the holders of the common shares shall receive, ratably, all remaining assets of the corporation. A merger of the corporation with or into any other corporation, or a sale of all or substantially all of the assets of the corporation, shall not be deemed a liquidation, dissolution, or winding up of the corporation within the meaning of this article.

5.08 Conversion Rights of Preferred Shares. Once cumulative dividend distributions to holders of preferred shares equal one and one half (1.5) times the subscription amount paid to the corporation for the preferred shares, the preferred shares may be converted to Series A Common Shares at the sole discretion and option of the corporation, by the vote of its Board of Directors. The preferred shares shall be converted to Series A Common Shares on a 1:1 basis.

The number of common shares to be issued for conversion of preferred shares, as provided above, shall be adjusted to take into account any and all increases or reductions in the number of outstanding shares that may have accrued since the date of the first issuance of preferred shares by reason of a split, share dividend, merger, or other reorganization affecting the number of outstanding common shares; however, the number of common shares to be issued for conversion of preferred shares, as provided above, shall not be adjusted for increases in the number of outstanding shares accrued as a result of issuances for employment compensation, and additional investors. Such an adjustment must be made fairly and equitably to preserve the original conversion rights of the preferred shares. When an adjustment is required, no notice of conversion may be given until such amendment and adjustment is accomplished.

5.09 Fractional Shares. Neither fractional shares nor scrip or warrants evidencing such shares shall be issued on conversion of the preferred shares as herein provided, but the corporation shall, in lieu thereof, pay in cash to the holders who would but for this provision have been entitled to receive such fractional shares, the fair value thereof as solely determined by the Board of Directors.

5.10 Cancellations of Converted Shares. Any preferred shares so converted shall not be reissued and shall cease to be part of the authorized shares of the corporation.

5.11 Reserved Shares. The corporation shall at all times reserve and keep available out of its authorized but unissued common shares a number of shares sufficient for the conversion of the preferred shares.

5.12 Adjustment of Conversion Price on Merger, Reorganization, Reclassification or Sale of Corporate Assets. In the event of a merger or reorganization of the corporation, or reclassification of the shares of the corporation, or sale or conveyance of all or substantially all of the assets of the corporation to another corporation, each preferred share shall be convertible into the number of shares or other securities or property equal to the amount of shares or property to which the preferred shareholders would have been entitled immediately prior to such corporate action. The Board of Directors shall make an adjustment to the preferred shareholder's subsequent rights and interests, including the conversion price.

5.13 Voting Rights. The holders of preferred shares shall have no right to vote, except to the extent prohibited by the Florida Business Corporation Act, as amended.

COMMON SHARES

5.14 The common shares authorized by these Articles of Incorporation shall be issued from time to time in series. The rights, preferences, privileges, and restrictions granted to or imposed on the respective series of shares are as follows:

SERIES A

5.15 The first series of common shares shall be designated Series A and shall consist of ninety thousand (90,000) shares. Series A Common Shares shall have unlimited voting and dividend rights, and such other rights permitted under the Articles of Incorporation and Bylaws, subject to the rights of preferred shares as provided under this Article.

SERIES B

5.16 The second series of common shares shall be designated Series B and shall consist of five thousand (5,000) shares. The Series B Common Shares shall have such rights as provided under the Articles of Incorporation and Bylaws, subject to the rights of preferred shares and Series A Common Shares reserved under the Article of Incorporation and Bylaws.

5.17 **Voting Rights.** The holders of Series B Common Shares shall have no right to vote, except to the extent prohibited by the Florida Business Corporation Act, as amended.

5.18 **Conversion Rights of Second Series Shares.** At any time, on the sole discretion and option of the corporation, as evidenced by the vote of the Board of Directors, the Series B Common Shares may be converted to Series A Common Shares. The Series B Common Shares shall be converted to Series A Common Shares on a 1:1 basis.

The number of Series A Common Shares to be issued for conversion of Series B Common Shares, as provided above, shall be adjusted to take into account any and all increases or reductions in the number of outstanding shares that may have accrued since the date of the first issuance of the initial series by reason of a split, share dividend, merger, or other reorganization affecting the number of outstanding shares; however, the number of common shares to be issued for conversion of Series B Common Shares, as provided above, shall not be adjusted for increases in the number of outstanding shares accrued as a result of issuances for employment compensation, and additional investors. Such an adjustment must be made fairly and equitably to preserve the original conversion rights of the preferred shares. When an adjustment is required, no notice of conversion may be given until such amendment and adjustment is accomplished.

5.19 **Fractional Shares.** Neither fractional shares nor scrip or warrants evidencing such shares shall be issued on conversion of the Series B Common Shares as herein provided, but the corporation shall, in lieu thereof, pay in cash to the holders who would but for this provision have been entitled to receive such fractional shares, the fair value thereof as solely determined by the Board of Directors.

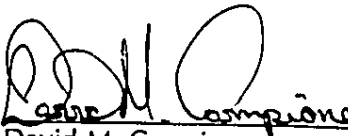
5.20 **Cancellations of Converted Shares.** Any shares of the initial series of Series B Common Shares so converted shall not be reissued and shall cease to be part of the authorized shares of the corporation.

5.21 **Reserved Shares.** The corporation shall at all times reserve and keep available out of its authorized but unissued common shares a number of shares sufficient for the conversion of the initial Series B Common Shares.

5.22 **Adjustment of Conversion Price on Merger, Reorganization, Reclassification or Sale of Corporate Assets.** In the event of a merger or reorganization of the corporation, or reclassification of the shares of the corporation, or sale or conveyance of all or substantially all of the assets of the corporation to another corporation, each Series B Common Share shall be convertible into the number of shares or other securities or property equal to the amount of shares or property to which the Series B Common shareholders would have been entitled immediately prior to such corporate action. The Board of Directors shall make an adjustment to the Series B Common shareholder's subsequent rights and interests, including the conversion price.

The effective date of this amendment is March 10, 1995.

EXECUTED ON: March 10, 1995.


David M. Campione
Incorporator

P95000016336

LAW OFFICES
BOWEN & CAMPIONE, P.A.

600 JENNINGS AVENUE
POST OFFICE BOX 926
EUSTIS, FLORIDA 32726-0926
(Corner of Kurt St. and Jennings Ave.)
(904) 589-1414
Telecopier (904) 589-1726

LENNON E. BOWEN, III
DAVID M. CAMPIONE

March 25, 1995

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

3/30
300001444653
-03/31/95--01024--014
*****35.00 *****35.00

RE: Second Amendment To Articles Of Incorporation
Kids Unlimited, Inc.
Account Number: P95000016336

Dear Sir:

To effectuate the amending of the Articles of Incorporation for Kids Unlimited, Inc., we herewith deliver to you the following documents:

1. The original Articles of Amendment for Kids Unlimited, Inc.
2. A check in the amount of \$35.00 payable to the Florida Secretary of State. The amount of the check covers the cost of filing Articles of Amendment (\$35.00).

I respectfully request that you file the Articles of Amendment, and take such other actions as are required by law to effectuate the amending of the Articles of Incorporation.

Please notify the undersigned if there are any questions regarding these documents.

Sincerely,


David M. Campione

DMC/enc

Collego med. nuc.
Linda.
kidcomp\corp.1tr

M. Campione GAVE
AUTHORIZATION BY PHONE TO
CORRECT add date of adoption
DATE 4/4/95
DEC. EXAM Linda

FILED
95 MAR 30 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
KIDS UNLIMITED, INC.

FILED
95 MAR 30 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: The Florida Department of State

The undersigned, as incorporator of KIDS UNLIMITED, INC., adopted the below-detailed amendments to the Articles of Incorporation by unanimous written consent. The amendments have been made prior to the issuance of any shares of stock in the above-named corporation. The adopted amendments to the Articles of Incorporation are as follows:

ARTICLE V, CAPITAL STOCK, is hereby amended in part to provide as follows:

5.01 The aggregate number of shares that the Corporation is authorized to issue is one million (1,000,000) shares, all of which shall be without par value. The shares are divided into three classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Series</u> <u>(if any)</u>	<u>Number</u> <u>of shares</u>
Common	A	990,000
Common	B	5,000
Preferred		5,000

5.02 The Corporation is authorized to issue two classes of shares to be designated respectively common and preferred. The number of common shares authorized is nine hundred ninety five thousand (995,000). The number of preferred shares authorized is five thousand (5,000). The preferred shares may be issued in one series. Except as otherwise provided in these Articles of Incorporation, the Board of Directors is hereby authorized to fix the number of shares and may determine or alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued class of shares or any wholly unissued series of any class of shares. As to any series, the number of shares of which is fixed by the Board of Directors as herein authorized, the Board of Directors may, within any limits and restrictions stated in the resolution or resolutions of the Board of Directors, fix the original number of shares constituting any series and increase or decrease the number of shares of any such series subsequent to the issue of shares of that series. In the event that the number of shares of a series is decreased, the shares constituting the decrease shall resume the status which they had prior to the adoption of the resolution that originally fixed the number of shares of that series.

PREFERRED SHARES

5.03 The rights, preferences, privileges, and restrictions granted to or imposed on the preferred shares are as follows:

5.04 The preferred shares shall consist of five thousand (5,000) shares. Holders of preferred shares shall be entitled to receive dividends in accordance with the provisions of Article 5.05. In the event of any involuntary or voluntary liquidation, dissolution, or winding up of the corporation, the holders of the preferred shares shall receive all dividends in accordance with the provisions of Article 5.06. Such shares shall be convertible into common as provided in Article 5.08. The preferred shares shall have all the rights and be subject to all provisions of this Article applicable to preferred shares.

5.05 **Dividends-Time For Payment.** The holders of the preferred shares, in preference to the holders of the common shares, shall be entitled to receive dividends out of any funds legally available for that purpose.

5.06 **Dividend Rights.** In no event, so long as any preferred shares shall be outstanding, shall any distribution be made to any of the common shares, unless and until such time as the holders of the preferred shares have received dividends equalling one and one half (1.5) times the subscription amount paid to the corporation for the preferred shares. "Distribution" as used in this paragraph means (1) the transfer of cash or property without consideration, whether by way of dividend or otherwise, and (2) the purchase, or redemption of shares of the corporation for cash or property, including any transfer, purchase, or redemption by a subsidiary of the corporation. Distribution does not include dividends in shares of the corporation. The time of any distribution by way of dividend shall be the date of its declaration. The time of any distribution by purchase or redemption of shares shall be the date cash or property is transferred by the corporation, whether or not pursuant to a contract of an earlier date. When a negotiable debt security is issued in exchange for shares, the time of the distribution is the date when the corporation acquires the shares in such an exchange.

5.07 **Liquidation Preferences.** On any voluntary or involuntary liquidation of the corporation, the holders of the preferred shares shall receive dividend distributions equal to one and one half (1.5) times the subscription amount paid to the corporation for the preferred shares less the amount of cumulative dividends received for the preferred shares, and no more, before any amount shall be paid to the holders of the common shares. Should the assets of the corporation be insufficient to permit payment to the preferred shareholders of their full preferential amounts as herein provided, then the assets shall be distributed ratably among the outstanding preferred shares. Subject to such preferential rights, the holders of the common shares shall receive, ratably, all remaining assets of the corporation. A merger of the corporation with or into any other corporation, or a sale of all or substantially all of the assets of the corporation, shall not be deemed a liquidation, dissolution, or winding up of the corporation within the meaning of this article.

5.08 Conversion Rights of Preferred Shares. Once cumulative dividend distributions to holders of preferred shares equal one and one half (1.5) times the subscription amount paid to the corporation for the preferred shares, the preferred shares may be converted to Series A Common Shares at the sole discretion and option of the corporation, by the vote of its Board of Directors. The preferred shares shall be converted to Series A Common Shares on a 1:1 basis.

The number of common shares to be issued for conversion of preferred shares, as provided above, shall be adjusted to take into account any and all increases or reductions in the number of outstanding shares that may have accrued since the date of the first issuance of preferred shares by reason of a split, share dividend, merger, or other reorganization affecting the number of outstanding common shares; however, the number of common shares to be issued for conversion of preferred shares, as provided above, shall not be adjusted for increases in the number of outstanding shares accrued as a result of issuances for employment compensation, and additional investors. Such an adjustment must be made fairly and equitably to preserve the original conversion rights of the preferred shares. When an adjustment is required, no notice of conversion may be given until such amendment and adjustment is accomplished.

5.09 Fractional Shares. Neither fractional shares nor scrip or warrants evidencing such shares shall be issued on conversion of the preferred shares as herein provided, but the corporation shall, in lieu thereof, pay in cash to the holders who would but for this provision have been entitled to receive such fractional shares, the fair value thereof as solely determined by the Board of Directors.

5.10 Cancellations of Converted Shares. Any preferred shares so converted shall not be reissued and shall cease to be part of the authorized shares of the corporation.

5.11 Reserved Shares. The corporation shall at all times reserve and keep available out of its authorized but unissued common shares a number of shares sufficient for the conversion of the preferred shares.

5.12 Adjustment of Conversion Price on Merger, Reorganization, Reclassification or Sale of Corporate Assets. In the event of a merger or reorganization of the corporation, or reclassification of the shares of the corporation, or sale or conveyance of all or substantially all of the assets of the corporation to another corporation, each preferred share shall be convertible into the number of shares or other securities or property equal to the amount of shares or property to which the preferred shareholders would have been entitled immediately prior to such corporate action. The Board of Directors shall make an adjustment to the preferred shareholder's subsequent rights and interests, including the conversion price.

5.13 Voting Rights. The holders of preferred shares shall have no right to vote, except to the extent prohibited by the Florida Business Corporation Act, as amended.

COMMON SHARES

5.14 The common shares authorized by these Articles of Incorporation shall be issued from time to time in series. The rights, preferences, privileges, and restrictions granted to or imposed on the respective series of shares are as follows:

SERIES A

5.15 The first series of common shares shall be designated Series A and shall consist of nine hundred ninety thousand (990,000) shares. Series A Common Shares shall have unlimited voting and dividend rights, and such other rights permitted under the Articles of Incorporation and Bylaws, subject to the rights of preferred shares as provided under this Article.

SERIES B

5.16 The second series of common shares shall be designated Series B and shall consist of five thousand (5,000) shares. The Series B Common Shares shall have such rights as provided under the Articles of Incorporation and Bylaws, subject to the rights of preferred shares and Series A Common Shares reserved under the Article of Incorporation and Bylaws.

5.17 **Voting Rights.** The holders of Series B Common Shares shall have no right to vote, except to the extent prohibited by the Florida Business Corporation Act, as amended.

5.18 **Conversion Rights of Second Series Shares.** At any time, on the sole discretion and option of the corporation, as evidenced by the vote of the Board of Directors, the Series B Common Shares may be converted to Series A Common Shares. The Series B Common Shares shall be converted to Series A Common Shares on a 1:1 basis.

The number of Series A Common Shares to be issued for conversion of Series B Common Shares, as provided above, shall be adjusted to take into account any and all increases or reductions in the number of outstanding shares that may have accrued since the date of the first issuance of the initial series by reason of a split, share dividend, merger, or other reorganization affecting the number of outstanding shares; however, the number of common shares to be issued for conversion of Series B Common Shares, as provided above, shall not be adjusted for increases in the number of outstanding shares accrued as a result of issuances for employment compensation, and additional investors. Such an adjustment must be made fairly and equitably to preserve the original conversion rights of the preferred shares. When an adjustment is required, no notice of conversion may be given until such amendment and adjustment is accomplished.

5.19 **Fractional Shares.** Neither fractional shares nor scrip or warrants evidencing such shares shall be issued on conversion of the Series B Common Shares as herein provided, but the corporation shall, in lieu thereof, pay in cash to the holders who would but for this provision have been entitled to receive such fractional shares, the fair value thereof as solely determined by the Board of Directors.


5.20 **Cancellations of Converted Shares.** Any shares of the initial series of Series B Common Shares so converted shall not be reissued and shall cease to be part of the authorized shares of the corporation.

5.21 **Reserved Shares.** The corporation shall at all times reserve and keep available out of its authorized but unissued common shares a number of shares sufficient for the conversion of the initial Series B Common Shares.

5.22 **Adjustment of Conversion Price on Merger, Reorganization, Reclassification or Sale of Corporate Assets.** In the event of a merger or reorganization of the corporation, or reclassification of the shares of the corporation, or sale or conveyance of all or substantially all of the assets of the corporation to another corporation, each Series B Common Share shall be convertible into the number of shares or other securities or property equal to the amount of shares or property to which the Series B Common shareholders would have been entitled immediately prior to such corporate action. The Board of Directors shall make an adjustment to the Series B Common shareholder's subsequent rights and interests, including the conversion price.

The effective date ^{and the date of adoption} of this amendment is March 11, 1995.

EXECUTED ON: March 11, 1995.


David M. Campione
Incorporator

P95000016336

LAW OFFICES
BOWEN & CAMPIONE, P.A.
600 JENNINGS AVENUE
POST OFFICE BOX 926
EUSTIS, FLORIDA 32727-0926
(Corner of Kurt St. and Jennings Ave.)

LENNON E. BOWEN, III
DAVID M. CAMPIONE

Telephone: (352) 589-1414
Telecopier: (352) 589-1726

May 31, 1996

Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

600001852206
-06/05/96--01087--017
*****35.00 *****35.00

Re: Kids Unlimited, Inc.

Dear Sir or Madam:

Enclosed please find the following for the above referenced corporation:

Check in the amount of \$35.00
Articles of Amendment

Please process the Articles of Amendment. Thank you. Should you have questions, please call me.

Sincerely,

David M. Campione /mjs

David M. Campione

DMC/mjs
enclosures

SH 6/13
Amend.

FILED
96 JUN -5 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT FOR KIDS UNLIMITED, INC.

FILED
96 JUN -5 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of Kids Unlimited, Inc., a Florida corporation, are amended as follows:

1. Article V, Section 5.06 of the Articles of Incorporation is amended in the whole and entirety to read as follows:

5.06 Dividend Rights. In no event, so long as any preferred shares shall be outstanding, shall any distribution be made to any of the common shares, unless and until such time as the holders of the preferred shares have received dividends equalling one and one half (1.5) times the subscription amount paid to the corporation for the preferred shares. "Distribution" as used in this paragraph means (1) the transfer of cash or property without consideration, whether by way of dividend or otherwise, and (2) the purchase, or redemption of shares of the corporation for cash or property, including any transfer, purchase, or redemption by a subsidiary of the corporation. Distribution does not include dividends in shares of the corporation. The time of any distribution by way of dividend shall be the date of its declaration. The time of any distribution by purchase or redemption of shares shall be the date cash or property is transferred by the corporation, whether or not pursuant to a contract of an earlier date. When a negotiable debt security is issued in exchange for shares, the time of the distribution is the date when the corporation acquires the shares in such an exchange.

Notwithstanding the foregoing, the term "distribution" as used in this paragraph 5.06 shall not include and/or apply to the redemption of not more than eight hundred four (804) shares of the corporation of which the following five hundred fifty four (554) shares shall be redeemed for cash:

<u>Shareholder</u>	<u>Series</u>	<u># Shares</u>
Steven J. Shamrock	A	227
Susan A. Ray	A	227
Kristi Mullane	B	100
Total		554

The remaining two hundred fifty (250) shares shall be redeemable on the majority vote of the Board of Directors only for cash, which cash shall be payable through unsecured debt instruments.

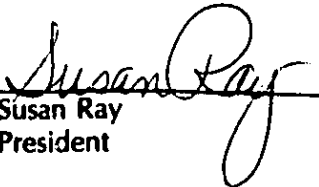
Articles of Amendment
Kids Unlimited, Inc.
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2. Pursuant to Section 607.1003, Florida Statutes, the foregoing amendment was proposed to the shareholders of Kids Unlimited, Inc. by the Board of Directors and the number of votes cast for the amendment by the shareholders eligible to vote was sufficient for approval. The voting groups of shareholders entitled to vote separately on the amendment were the Preferred Shareholders and Series A Common Shareholders. The number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The effective date of this amendment is January 26, 1996.

ACCORDINGLY, the undersigned duly authorized corporate representatives hereby execute these Articles of Amendment this 26th day of January, 1996.


Steven J. Shamrock
Chief Executive Officer

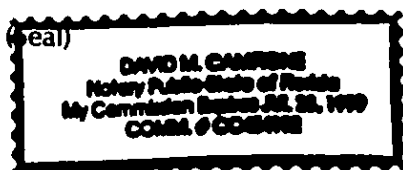

Susan Ray
President



Bruce Lagravinese
Secretary

State of Florida
County of Lake

The foregoing instrument was acknowledged before me on the 26th day of January, 1996, by Steven J. Shamrock, as Chief Executive Officer, Susan Ray, as President, and Bruce Lagravinese, as Secretary, on behalf of Kids Unlimited, Inc., a Florida corporation.

In witness whereof, I here sign and set my seal.




Notary Public
Print Name: David M. Campese
My Commission Expires On: