

1200 HAYS STREET
TALLAHASSEE, FL 32300

800-342-8086

P95000023886



ACCOUNT NO. : 072100000032

REFERENCE : 565629 81231A

AUTHORIZATION : Patricia Pizato

COST LIMIT : \$ 122.50

ORDER DATE : March 24, 1995

ORDER TIME : 9:49 AM

ORDER NO. : 565629

700001488987

CUSTOMER NO: 81231A

CUSTOMER: John E. Kassos, Esq
JOHN E. KASSOS, ESQUIRE

P. O. Box 41050

St Petersburg, FL 33743

DOMESTIC FILING

P95000023886

NAME: STORYBOOK KIDS, INC..

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

JPW
3-24-95
02/A

95 MAR 24 PM 12:00
FILED
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

1. Name of Corporation. The name of this corporation shall be Storybook Kids, Inc.
2. Principal Office of Corporation. The address of the principal office of the corporation shall be 12300 Seminole Blvd., Largo, FL. 34648.
3. Duration. The period of its duration is perpetual.
4. Purposes. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. Capital Stock. The corporation is authorized to issue 7500 shares, all of one class common stock, at \$1.00 par value. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.
6. Initial Registered Office and Agent. The address of this corporation's initial registered office is 2205 Tyrone Blvd. North, St. Petersburg, Florida 33710, and the name of its initial registered agent at said address is John E. Kassos.
7. Incorporator. The name and street address of the person(s) signing these articles of incorporation are:

Name
Philip W. Sessions

Address
12300 Seminole Blvd.
Largo, Fl. 34648

FILED
95 MAR 24 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

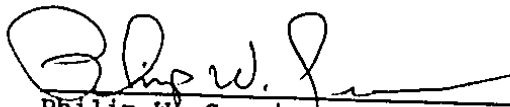
8. Initial Board of Directors. The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by an amendment to the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

<u>Name</u>	<u>Address</u>
Philip W. Sessions	12300 Seminole Blvd. Largo, Fl. 34648
Judi Lee Sessions	12300 Seminole Blvd. Largo, Fl. 34648

9. Indemnification. The corporation shall indemnify any director, officers, employees, and agents, or any former director, officer, employee, and agents, to the full extent permitted by law.

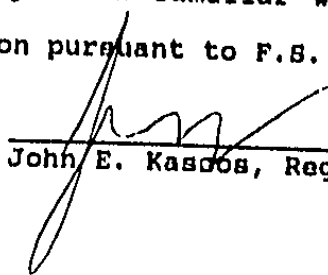
10. Pre-emptive Rights. Each stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Articles of Incorporation this 23 day of March, 1995.


Philip W. Sessions, Incorporator

Acceptance of Registered Agent

Having been named to accept service of process for Storybook Kids, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



John E. Kasdos, Registered Agent

Dated:

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FILED
95 MAR 24 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA