

P95000032097

Lanese + Associates, Inc.

Business Consultants

12944 Prestwick Drive

Riverview, FL 33569

PH 671-4776

FAX 671-2607

March 29, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
3-31-95

RECEIVED STATE
DIVISION OF CORPORATIONS
MAR-5 11:10:13

RE: CityKids, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 for the filing fee.

Please return the certified copy to:

Lanese + Associates, Inc.
12944 Prestwick Drive
Riverview, FL 33569

300001446293
-04/03/95--01080--002
****122.50 ****122.50

Your assistance is greatly appreciated.

Sincerely,

Nicholas Lanese

Nicholas Lanese, C.P.A.

NL/jm
Enclosures

W95.7431
604

KAN 4-6

□ □

Lanese + Associates, Inc.

Business Consultants

62944 Prestwick Drive

Riverview, FL 33569

813 671-4776

FAX 671-2607

April 21, 1995

Mr. Kevin Nickens
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: CITYKIDS, INC.
REF. NO: W95000007431

Dear Mr. Nickens:

In accordance with our telephone conversation this morning, I have enclosed the original and one copy of the Articles of Incorporation for CITYKIDS, INC. The name for this corporation was reserved by our client, Sue Bley, the Registered Agent for CITYKIDS, INC. through Desiree' A. Norman, Shofi, Smith, Hennen, Jenkins, et al. at P.O. Box 10430, Tampa, FL 33679-0430. The reservation number and the letter number approving the reservation are as follows:

R95000000247
195A00002405

We apologize for the confusion. If you have any questions, please feel free to give us a call.

Sincerely,


Lanore A. Wadsworth
Office Manager

LAW/
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 6, 1995

NICHOLAS LANESE, CPA
12944 PRESTWICK DRIVE
RIVERVIEW, FL 33569

SUBJECT: CITYKIDS, INC.
Ref. Number: W9500007431

We have received your document for CITYKIDS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 795A00015689

ARTICLES OF INCORPORATION
FOR
CityKids, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -6 AM 10:13

ARTICLE I - NAME

The name of this Corporation shall be CityKids, Inc.

EFFECTIVE DATE

3-31-95

ARTICLE II - DURATION

This Corporation shall have perpetual existence
commencing on March 31, 1995.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of
transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand
(1000) shares of \$1.00 Par Value Stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting
power for the election of Directors and for all other
purposes shall be vested exclusively in the holders of the
outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which is already held, shall have the right to purchase his pro rate share thereof (as nearly as may be done without assurance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 3409 Drexel Avenue, Tampa, FL 33629 and the name of the initial Registered Agent of this Corporation at that address is Susan D. Bley.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial Director of this Corporation are as follows:

Susan D. Bley
3409 Drexel Avenue
Tampa, FL 33629

IX - INCORPORATOR

The name and address of the person signing these Articles is:

Susan D. Bloy
3409 Drexel Avenue
Tampa, FL 33629

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

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

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent of the law.

ARTICLE XIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is located at 3409 Drexel Avenue, Tampa, FL 33629.

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation on this 27th day of
March, 1995.

Susan R. Bley 3/27/95
Director Signature Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -6 AM 10:13

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted in compliance with said Act:

First: CityKids, Inc. desiring to organize as
indicated in the Articles of Incorporation in the City of
Tampa, County of Hillsborough, State of Florida, has named
SUSAN D. BLEY whose business office is located at 3409
Drexel Avenue, Tampa, FL as its Registered Agent to accept
service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above stated Corporation at the place designated in this
Certificate, I hereby accept to act in this capacity and
agree to comply with the provision of said Act relative to
keeping open said office.

Susan D. Bley 3/27/95
Registered Agent Signature Date