

Laurie Hannan-Anton
Attorney at Law

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Miami, FL 33195
(305) 829-4982

April 27, 1995
State of Florida
Department of State
Corporate Division
P.O. Box 92
Tallahassee, FL 32314

PA 500036246

RE: Success Kidz, Inc. (SKI)

Enclosed please find an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$ 122.50 covering:
Filing Fee; Registered Agent Certificate; Certified Copy.

Very truly yours,

Laurie Anton
Laurie Anton, Esq.

RECEIVED
05/04/95 11:07A-015
***122.50 ***122.50

LA:lch

Enclosures: Articles of Inc. (Success Kidz, Inc.)
Check for \$ 122.50

FILED
95 MAY -14 AM 10:14
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUCCESS KIDZ, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be:

SUCCESS KIDZ, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence on the date of filing of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

**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 Thousand shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 134 N.W. 87th Street, Miami, FL 33150 and the Initial Registered Agent of this Corporation at that address is Jane Carnegie - Tolliver.

**ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS FOR CORPORATION**

The principal office and mailing address for the Corporation shall be:

134 N.W. 87th Street
Miami, FL 33150

FILED
MAY -4 1910: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This Corporation shall initially have one (1) Director. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than three (1) voting Director. The names and addresses of the initial Directors of this Corporation are:

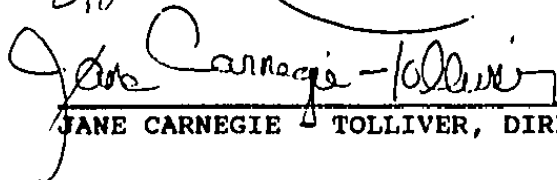
DIRECTOR
Jane Carnegie - Tolliver
134 N.W. 87th Street
Miami, FL 33150

The name and address of the person signing these Articles as Incorporator is Jane Carnegie - Tolliver, 134 N.W. 87th Street, Miami, FL 33150.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director or Incorporator, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 28 day of March, 1995.

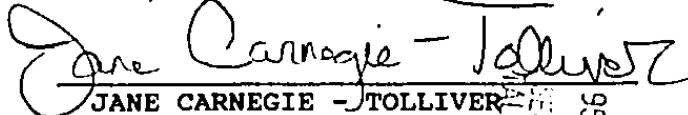


JANE CARNEGIE TOLLIVER, DIRECTOR

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 28 DAY OF MARCH, 1995.



JANE CARNEGIE - TOLLIVER

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TALLAHASSEE, FLORIDA