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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
PHONE: (305) 541-3694

FROM: KIDSMAIL, INC.
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-9-0000 9
M CONTACT: RAY STORMONT

FAX: (305) 541-3770
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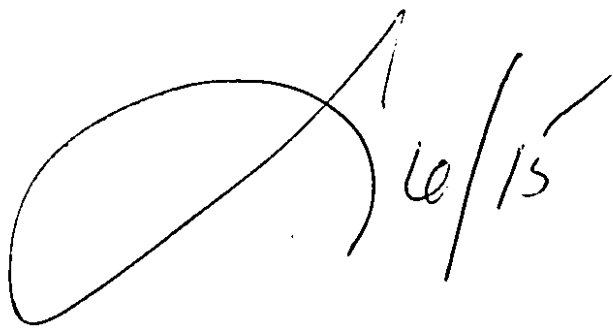
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PREPARED BY: A. ALFRED SCHREIBER, ESQUIRE
SCHREIBER, SCHREIBER & SCHREIBER
5600 Sheridan Street
Hollywood, Florida 33021
Telephone: (305) 966-5600
Florida Bar No.: 149077

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ARTICLES OF INCORPORATION

OF

KIDSMAIL, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

KIDSMAIL, INC.

Its business shall be carried on in the State of Florida in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be:

To operate a "pen pal" mailing service for children and to do all other things necessary and incidental to the proper conduct of such business and to engage in all other legal activities pursuant to the laws of the State of Florida and of the United States.

ARTICLE IV

The maximum number of shares of stock that the corporation

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TALLAHASSEE, FLORIDA

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is authorized to have outstanding at any time shall be:
Fifty Thousand (50,000) Shares at \$.01 par value

ARTICLE V

Pursuant to Florida Statutes 607.164 (h), the corporation's principal place of business, its mailing address and the address of its Registered Agent, ROBERT A. WINKOFF, is 313 Gardens Drive, Pompano Beach, Florida 33069.

ARTICLE VI

The name and street address of the members of the first Board of Directors, who shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
ROBERT A. WINKOFF	313 Gardens Drive Pompano Beach, Florida 33069	Pres./Sec./ Director
JANIS WINKOFF	313 Gardens Drive Pompano Beach, Florida 33069	Treasurer/ Director

There shall not be less than (1) Director, at any time.

ARTICLE VII

The name and street address of the Incorporator to be Articles of Incorporation is as follows:

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ROBERT A. WINKOFF
313 Gardens Drive
Pompano Beach, Florida 33069

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 7th day of June, 1995.


ROBERT A. WINKOFF

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

I HEREBY CERTIFY that on this day, before me a Notary Public
duly authorized in the State and County above named, to take
acknowledgments, personally appeared, ROBERT A. WINKOFF,
personally known to me to be the person described as Incorporator
in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above this 7th day of June, 1995.


NOTARY PUBLIC

My Commission Expires:



(OFFICIAL SEAL
IDA NEWKIRK
My Commission Expires
Aug. 28, 1996
Comm. No. CG 217974

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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, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That KIDSMAIL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Pompano Beach, County of Broward, State of Florida has named ROBERT A. WINKOFF, who is located at 313 Gardens Drive, Pompano Beach, Florida 33069, as its agent to accept process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designed in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relating to keeping open said office.


ROBERT A. WINKOFF

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