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FILED
95 JUN 27 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

EFFECTIVE DATE
July 1, 1995

SUBJECT: KIDS KARAVAN, INC.

Enclosed please find an original and one (1) copy of the
articles of incorporation for the above corporation and a
check in the amount of \$ 70.00.

FROM:
Karen Hyers
816 Sanborn Lane
Fernandina Beach, FL 32034

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*****70.00 *****70.00

W95-13493

KH. 7-5-95

SHARON L. TALA

JUL 13 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 5, 1995

KAREN HYERS
816 SANBORN LANE
FERNANDINA BEACH, FL 32034

SUBJECT: KIDS KARAVAN, INC.
Ref. Number: W95000013493

We have received your document for KIDS KARAVAN, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular 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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 595A00032492

EFFECTIVE DATE
7-1-95

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

KIDS KARAVAN,^{Services} INC.

The undersigned acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

KIDS KARAVAN,^{Services} INC.

ARTICLE II PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is:

816 Sanborn Lane
Fernandina Beach, Fl. 32034

ARTICLE III PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 1,000 shares of no par value common stock. All of the Corporation's issued stock shall be held by no more than thirty-five (35) persons. The shares may be issued without certificate if so noted in a permanent record retained with these Articles of Incorporation and By-Laws. The Corporation shall make no offering of any of its stock

which would constitute a "public offering".

ARTICLE V PRE-EMPTIVE RIGHTS OF SHAREHOLDERS

Each shareholder of this Corporation shall have the first right to purchase shares of stock in this Corporation that may from time to time be issued. Each shareholder shall offer to the Corporation or to other shareholders a thirty (30) day first refusal option to purchase his stock should he elect to sell his stock. The right to purchase shall be deemed waived by any shareholder who does not exercise it and pay for the stock within thirty (30) days of receipt of notice from the Corporation or shareholder.

ARTICLE VI SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation managed under the direction of the shareholders of this Corporation. This dispenses with a Board of Directors as authorized in Section 607.0801 subsection 3 of the Florida Statutes.

ARTICLE VII FUNDAMENTAL CHANGES

The affirmative vote of holders of fifty one percent (51%) of the outstanding shares of stock shall be necessary for the following Corporate action:

(a) Amendments, alterations, changes or repeal of the Articles of Incorporation.

(b) Sale, lease, or exchange of the major portion of the property or assets of the Corporation.

(c) Dissolution of the Corporation.

ARTICLE VIII SHAREHOLDERS RELIANCE ON CORPORATE RECORDS

A shareholder shall not be liable for dividends illegally declared, distributions illegally made to shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the officers of the Corporation having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation, nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE IX LONG TERM EMPLOYMENT CONTRACTS

The shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year and any By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officers under such contracts.

ARTICLE X REGISTERED AGENT & ADDRESS

the name of the initial registered agent is Karen Hyers. The address of the initial registered office is 816 Sanborn Lane, Fernandina Beach, fl. 32034.

ARTICLE XI INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

KAREN HYERS
816 SANBORN LANE
FERNANDINA BEACH, FL. 32034

ARTICLE XII DATE OF INCORPORATION

This corporation shall begin existence on the 1st day of July, 1995, and shall have all powers provided it under Section 607.0302 of the Florida Statutes.

The undersigned, being the Incorporator of the Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 26th day of June, 1995.


KAREN HYERS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submit the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:
KIDS KARAVAN INC.

Services

The name and address of the registered agent and office is:
KAREN HYERS
816 SANBORN LANE
FERNANDINA BEACH FLORIDA 32034

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Karen Hyers
KAREN HYERS

June 26, 1995
Date

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JUN 27 AM 9:23
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SECRETARY OF STATE
FLORIDA