

P95000055143

July 6, 1995

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

Dear Sir/Madam:

Enclosed find a check in the amount of \$122.50 for the filing of my companies Articles of Incorporation and request for a Certified copy of said Articles. In addition, I have enclosed the original Articles of Incorporation as well as a copy of this document.

Thank you for your assistance in this matter.

Very Truly Yours,

Craig Reese
Craig Reese
President, Kidsmart, Inc.
8953 NW 33rd Street
Coral Springs, FL 33065
(305)755-5357
(305)978-3665

800001535548
-07/12/95--01032--005
****122.50 ****122.50

FILED
95 JUL 12 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUL 18 1995

FILED
95 JUL 12 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KIDSMART, INC.

The undersigned Subscribers to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:
KIDSMART, INC.

ARTICLE II

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

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

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is sixty shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

The initial post office address of the principal office of this corporation, in the State of Florida, is:

8953 NW 33rd Street
Coral Springs, Florida 33065

ARTICLE VI

The initial Registered Agent for the corporation is:

Debra-Ann Reese, Esq.
8953 NW 33rd Street
Coral Springs, FL 33065
(305)755-5357

ARTICLE VII

The stockholders may from time to time move the principal office of this corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have at least one director initially, but the number of directors may be increased from time to time, by By-Laws adopted by the stockholders but shall never be less than one.

ARTICLE IX

The name and post office address of the first board of directors and officers is:

NAME:

Craig Reese

Debra-Ann Reese

ADDRESS AND OFFICE:

8953 NW 33rd Street
Coral Springs, FL 33065
(President, Treasurer)

8953 NW 33rd Street
Coral Springs, FL 33065
(Vice-President, Secretary)

ARTICLE X

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved at a stockholders meeting, by a majority of the stock entitled to vote thereon.

Craig Reese
CRAIG REESE

Debra-Ann Reese
DEBRA ANN REESE

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 10th day of July, 1995, by CRAIG REESE and DEBRA-ANN REESE, who produced their Florida Drivers License as identification and who did take an oath.

My Commission Expires:



Kathleen A. Moscato
NOTARY PUBLIC

CERTIFICATE OF RESIDENT AGENT

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, That, KIDSMART, INC., is desiring to organize under the
laws of the State of Florida, with its principal place of business
as indicated in the Articles of Incorporation in the County of
Broward, and State of Florida, has named:

DEBRA-ANN REESE
Attorney at Law
8953 NW 33rd Street
Coral Springs, Florida 33065
(305)755-5357.

as its agent to accept service of process within the this State.

ACKNOWLEDGMENT:

HAVING BEEN MADE TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT PLACE DESIGNATED, IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND
AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT, RELATIVE
TO KEEPING OPEN SAID OFFICE.

Debra-Ann Reese
DEBRA-ANN REESE

FILED
95 JUL 12 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000055143

FILED

96 JAN 23 PH 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 0721000000032

REFERENCE : 815804 80420A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 140.00

ORDER DATE : January 23, 1996

ORDER TIME : 9:57 AM

200001695722

ORDER NO. : 815804

CUSTOMER NO: 80420A

CUSTOMER: Donald S. Rosenberg, esq
Rosenberg Reisman & Stein
1 S.e. Third Avenue
2600 Amerifirst Building
Miami, FL 33131

RECEIVED
96 JAN 23 AM 11:23
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

*****FILE FIRST

NAME: KIDSMART, INC

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

N. HENDRICKS JAN 24 1996

CONTACT PERSON: Unassigned

[Signature]
EXAMINER'S INITIALS:

KIDSMART, INC.
8953 N.W. 33RD STREET
CORAL SPRINGS, FLORIDA 33065

January 19, 1996

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


Dear Ladies and Gentlemen:

We are changing the name of Kidsmart, Inc. to Tot Spot, Inc. by virtue of an appropriate Amendment which will be filed simultaneously with the delivery hereof to you.

We consent to Little Folks Shops, Inc. reserving the name of Kids Mart, Inc. and to said Little Folks Shops, Inc. changing its name to Kids Mart, Inc.

Counsel for Little Folks Shops, Inc. is Rosenberg, Reisman & Stein, Suite 2600, One Southeast Third Avenue, Miami, Florida 33131, Telephone No. (305) 358-2600.

Sincerely,



Craig Reese, President

cc: Rosenberg, Reisman & Stein



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

RECEIVED
96 JAN 24 AM 11:10
DIVISION OF CORPORATION

January 23, 1996

GSC NETWORKS

TALLAHASSEE, FL

SUBJECT: KIDSMART, INC.
Ref. Number: P9500055143

We have received your document for KIDSMART, INC. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 396A00002900

1-24-96
Resubmit
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AMENDED ARTICLES OF INCORPORATION
OF
KIDSMART, INC.

FILED

96 JAN 23 PM 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this Corporation is KIDSMART, INC., an existing Florida corporation, whose Articles of Incorporation were duly filed on July 12, 1995, with the Florida Department of State. Said Articles of Incorporation be and the same are hereby amended as follows:

Article I in the original Charter is deleted and the following is substituted as the new Article I:

"ARTICLE I

The name of the corporation shall be:

TOT LOT, INC.

This Amendment to Articles of Incorporation was unanimously adopted on January 12, 1996, by all of the Directors and all of the Stockholders at a duly held Special Meeting.

Except as expressly amended hereby, said Articles of Incorporation shall remain in full force and effect as written.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation of KIDSMART, INC. has been executed this 19th day of January, 1996.

KIDSMART, INC.

(SEAL)

By:

Craig Reese
Craig Reese, President