

P95000060896

JAMES A. HARTMAN, P.A.

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION

HOLLY YOUNG

July 27, 1995

700001548757
-07/28/95--01056--011
****122.50 ****122.50

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Kid-E-Land, Inc.

Dear Sir/Madam:

Enclosed please find two (2) duplicate originals of the Articles of Incorporation for the above referenced corporation, together with trust account check #4808, in the amount of \$122.50, in payment of the filing fees, certified copy charges, and registered agent designation fee. Please return the certified copy of the Articles to the undersigned in the enclosed Federal Express envelope.

If you have any questions regarding the enclosed items, please contact the undersigned at (407) 425-2543. Thank you.

Very truly yours,

Holly Young

Holly Young

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1995

HOLLY YOUNG, ESQ.
400 E. SOUTH ST.
SUITE 200
ORLANDO, FL 32801

SUBJECT: KID-E-LAND, INC.
Ref. Number: W95000015282

We have received your document for KID-E-LAND, 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 designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved entity. The name of a voluntarily dissolved Florida entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, executed pursuant to section 607.0120 or 608.408, Florida Statutes, permitting the immediate assumption or use of the name by another entity.

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

If you have any further questions regarding 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) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 095A00036020

ARTICLES OF INCORPORATION
OF
KID-E-PLACE, INC.

SEP 1951

THE UNDERSIGNED, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

Name and Address

The name of this Corporation shall be KID-E-PLACE, INC. and its physical and mailing address shall be 892 Kensington Gardens Court, Oviedo, Florida 32765.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence corporate existence upon the filing of these Articles, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Purposes and General Powers

The purposes of this Corporation shall be to engage in any and all lawful activities permitted under the Florida General Corporation Act, as the same now exists and as hereafter amended.

ARTICLE IV

Capital Stock

1. Number and Class of Shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at, and the initial registered agent of the Corporation shall be Robert P. Pasquale, 892 Kensington Gardens Court, Oviedo, Florida 32765.

ARTICLE VI

Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Corporation's bylaws. The names and street addresses of the initial directors of this Corporation are:

Robert P. Pasquale
892 Kensington Gardens Court
Oviedo, Florida 32765

Klara Pasquale
892 Kensington Gardens Court
Oviedo, Florida 32765.

Directors may be removed with or without cause.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles as Incorporator is: Robert P. Pasquale, 892 Kensington Gardens Court, Oviedo, Florida 32765.

ARTICLE VIII

Bylaws

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

ARTICLE IX

Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X

Conflicts of Interest

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

Limited Liability of Shareholders

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XII

Amendment

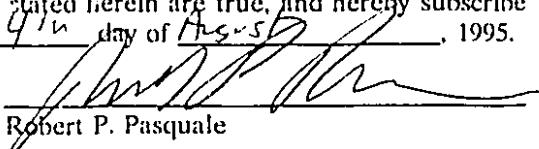
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

Headings and Captions

The headings and captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereunto and hereunto sets his hand and seal this 9th day of August, 1995.

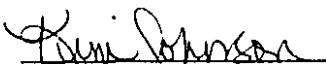

Robert P. Pasquale

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before this 4th day of August, 1995, by ROBERT P. PASQUALE, as Incorporator of KID-E-PLACE, INC., on behalf of said corporation. He is personally known to me and did not take an oath.



KIM JOHNSON
My Commission CC410347
Expires Sep. 28, 1999
Bonded by HAI
800-422-1555


Notary Public, State of Florida

Print Name: Kim Johnson

Commission # CC 410347

My Commission Expires: 9/28/98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Kid-E-Place, Inc.

desiring to organize as a corporation under the laws of the State of Florida with its registered office
at

892 Kensington Gardens Court, Oviedo, Florida 32765

has named and designated

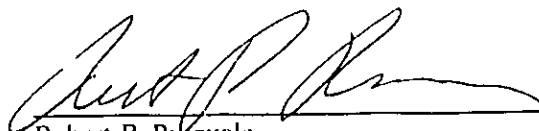
Robert P. Pasquale

as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relating to the proper and complete performance of my
duties as Registered Agent.

DATED this 4th day of August, 1995.


Robert P. Pasquale
Registered Agent

57403-7 740000

FILED