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KRAMER, GREEN, ZUCKERMAN & KATIN, P.A.

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FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

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FLORIDA PROFIT CORPORATION OR P.A.

NAME: SMB PLANET KIDS, INC.

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U.S. DEPARTMENT OF JUSTICE

ARTICLES OF INCORPORATION
OF
SMB PLANET KIDS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is SMB PLANET KIDS, INC.

ARTICLE II
DURATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Prepared by: Robert M. Kramer, Esq.
Fla. Bar No. 181940
Kramer, Green, Zuckerman & Kahn, P.A.
4000 Hollywood Boulevard, Suite 485 South
Hollywood, Florida 33021
(305)966-2112

AUG 21 95 MON 8:23

KRAMER GREEN ZUCKERMAN K

FAX NO. 3050811605

P.08

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Robert M. Kramer
c/o KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Boulevard
Suite 405 South
Hollywood, Florida 33021

ARTICLE VI
DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person to serve as member of the initial board of directors is:

Susan M. Benezra
5001 N. 36th Court
Hollywood, Florida 33021

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Susan M. Benezra
5001 N. 36th Court
Hollywood, Florida 33021

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE IX
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is:

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KRAMER GREEN ZUCKERMAN K

FAX NO. 3658811605

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c/o Susan M. Benezra
5001 N. 36th Court
Hollywood, Florida 33021

Executed by the undersigned on the 18 day of August, 1995.

Susan M. Benezra
SUSAN M. BENEZRA, INCORPORATOR

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Robert M. Kramer
ROBERT M. KRAMER, REGISTERED AGENT

bob\benzra\suwan\planet.aol

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TALLAHASSEE, FLORIDA

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