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TH600013276

ACCOUNT NO. 1210000002

REFERENCE : 843035 99475A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : February 12, 1996

ORDER TIME : 9:48 AM

ORDER NO. : 843035

CUSTOMER NO: 99475A

CUSTOMER: Theodore M. Goldberg, esq
THEODORE M. GOLDBERG, ESQ

Suite 400
3250 Mary Street
Coconut Grove, FL 33133

100001712191
-02/12/96--01026--026
*****122.50 *****122.50

DOMESTIC FILING

NAME: WEB-KIDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

AMINER'S INITIALS:

T. BROWN FEB 13 1996

FILED RECEIVED
96 FEB 12 AM 7:49
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WEB-KIDS, INC.**

FILED
96 FEB 12 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANA MARIA BARTON, incorporator of these Articles of Incorporation and a natural person competent to contract, does hereby form a Corporation for profit in accordance with the laws of the State of Florida under Chapter 607 of the Florida Statutes.

**ARTICLE I
NAME**

The name of this Corporation shall be: Web-Kids, Inc.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence. The date on which this corporation's existence shall commence is the date on which these Articles are filed with the Secretary of State.

**ARTICLE III
GENERAL NATURE OF BUSINESS, POWERS, AND PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business or activity, under the laws of the State of Florida, the United States, or any other state, country, territory or nation.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock, such shares to be of one dollar (\$1.00) par value.

ARTICLE V
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 3465 South Moorings Way, Coconut Grove, Florida 33133.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is: THEODORE M. GOLDBERG, ESQ., whose office is the initial registered office of this Corporation and is located at 3250 Mary Street, Suite 400, Coconut Grove, Fl. 33133.

ARTICLE VII
INITIAL DIRECTOR(S)

This corporation shall have one director, initially. The name and street address of the initial director, who shall hold office for the first year of the corporation or until her successor is elected or appointed, is:

Ana Maria Barton
3465 South Moorings Way
Coconut Grove, Florida 33133

ARTICLE VIII
INCORPORATOR

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

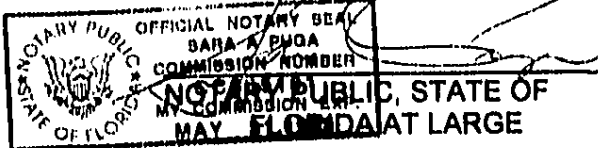
Ana Maria Barton
3465 South Moorings Way
Coconut Grove, Florida 33133

IN WITNESS WHEREOF, I, the undersigned, as incorporator of Web-Kids, Inc., have executed these Articles of Incorporation this 9 day of February, 1996 at Miami, Dade County, Florida.

Ana Maria Barton
Ana Maria Barton

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles were acknowledged before me by Ana Maria Barton, who produced a Florida driver's license as identification, this 9th day of February, 1996.



My commission expires:

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

By: Theodore M. Goldberg
Theodore M. Goldberg, Esq.
(Registered Agent)

WebKids-corp