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(SAMPLE LETTER OF TRANSMITTAL)

Date

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

FILED
56 MAR 21 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: CISCO KID ENTERPRISES, Inc.
(name of corporation)

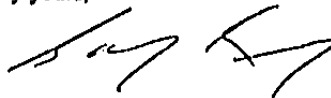
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****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



GARY KING
(individual's name)

AL MAR 20 1995

CISCO KID ENTERPRISES, INC.
(name of corporation)

DMC 3/21/96

MAILING ADDRESS OF CORPORATION		
1875 WOODBRIGHT ROAD		
BOYNTON BEACH, FL 33426		
PHONE		
(407)	732-9921	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

CISCO KID ENTERPRIZES, INC.
(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CISCO KID ENTERPRIZES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>GARY KING</u>		
ADDRESS	<u>1875 WOOLBRIGHT ROAD</u>		
CITY	<u>BOYNTON BEACH</u>	FLORIDA <u>FLORIDA</u>	ZIP <u>33426</u>

The principal office, if known, or the mailing address of the corporation is:

NAME			
ADDRESS	<u>1875 WOOLBRIGHT ROAD</u>		
CITY	<u>BOYNTON BEACH</u>	FLORIDA <u>FLORIDA</u>	ZIP <u>33426</u>

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 by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>CHARLES B. LAYMAN</u>		
ADDRESS	<u>964 WHIPPOORWILL TERRACE</u>		
CITY	<u>WEST PALM BEACH</u>	STATE <u>FLORIDA</u>	ZIP <u>33411</u>
NAME	<u>GARY KING</u>		
ADDRESS	<u>1875 S.W. 15TH AVE</u>		
CITY	<u>BOYNTON BEACH</u>	STATE <u>FLORIDA</u>	ZIP <u>33426</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

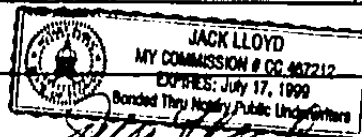
NAME	CHARLES B. LAYMAN		
ADDRESS	964 WHIPPOORWILL TERRACE		
CITY	WEST PALM BEACH	STATE	FL ZIP 33411
NAME	GARY KING		
ADDRESS	1875 S.W. 15th AVE.		
CITY	BOYNTON BEACH	STATE	FL ZIP 33426
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15 day of MARCH, 19 96.

[Signature] (Seal)

Charles B. Layman (Seal)

[Signature] (Seal)



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CISCO KID ENTERPRISES, INC.
(name of corporation)

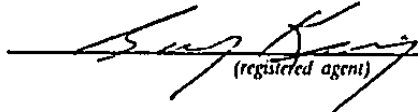
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1875 WOOLBRIGHT ROAD
BOYNTON BEACH, FLORIDA 33426

has named GARY KING
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)