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FILED
MAR 28 1996
TALLAHASSEE, FLORIDA

DARLENE J. SMITH
2707 Bruce Terrace
Hollywood, Florida 33020

March 19, 1996

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

RE: A Way With Worlds Too, Inc./Articles of Incorporation

Ladies and Gentlemen:

Enclosed please find the following:

1. Original Articles of Incorporation for the referenced corporation.
2. Copy of Articles of Incorporation.
3. Check in the amount of \$122.50 (\$70.00 filing fee and \$52.50 certified copy fee).

Please file the enclosed Articles and return to me a certified copy. I have enclosed a self-addressed stamped envelope for your convenience.

Thank you.

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****122.50 ****122.50

A WAY WITH WORLDS TOO, INC.

Darlene Smith

Darlene Smith, President

Enclosures

3/27/96
TB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1996

DARLENE SMITH
2707 BRUCE TERRACE
HOLLYWOOD, FL 33020

SUBJECT: A WAY WITH WORLDS TOO, INC.
Ref. Number: W9600006605

In reviewing our records, we note there is a(n) A WAY WITH WORLDS, INC., Document number P93000082524, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfilled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$775.00, therefore, there is a balance of \$652.50 due. Add an additional \$8.75 for each certificate of status requested.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 796A00013996

DARLENE J. SMITH
2707 Bruce Terrace
Hollywood, Florida 33020

March 29, 19962

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

RE: A Way With Wonders, Inc./Articles of Incorporation
Wonderful
Ladies and Gentlemen:

Enclosed please find the following:

1. Original Articles of Incorporation for the referenced corporation.
2. Copy of Articles of Incorporation.
3. Check in the amount of \$122.50 (\$70.00 filing fee and \$52.50 certified copy fee).

Please file the enclosed Articles of Incorporation and return to me a certified copy. I have enclosed a self-addressed stamped envelope for your convenience.

Thank you.

A WAY WITH WONDERS, INC.



Darlene J. Smith, President

Enclosures

ARTICLES OF INCORPORATION
OF
A WAY WITH WONDERS, INC.

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Wonderful

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: 8176-C Thames Boulevard, Boca Raton, Florida 33433, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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TALLAHASSEE, FLORIDA

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ARTICLE V

The initial registered office of this Corporation is 8176-C Thames Boulevard, Boca Raton, Florida 33433. The initial registered agent at that address is Darlene J. Smith.

ARTICLE VI

The Corporation shall have one (1) director initially. The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until her successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Darlene J. Smith	8176-C Thames Boulevard Boca Raton, Florida 33433

ARTICLE VII

The name and address of the incorporator is: Darlene J. Smith, 8176-C Thames Boulevard, Boca Raton, Florida 33433.

ARTICLE VIII

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 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.

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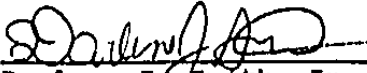
ARTICLE IX

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

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19th day of March, 1996.



Darlene J. Smith, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with the laws of the State of Florida, the following is submitted:

First - That A ^{Wonderful}Way With Wonders, Inc., desiring to organize under the laws of the State of Florida, has designated 8176-C Thames Boulevard, Boca Raton, Florida as the place of business for the service of process within this state.

Second -- That the above corporation has named Darlene J. Smith as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, 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.

Dated this 19th day of March, 1996.



Darlene J. Smith
Registered Agent