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GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

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April 24, 1991

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

800001823118
-05/15/96--01115--014
****122.50 122.50

Re: Kids at Play of Casselberry, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Kids at Play of Casselberry, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. My check payable to you for the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Filing Registered Agent's certificate	35.00
TOTAL	\$122.50

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to me.

Very truly yours,

GLENN RASMUSSEN & FOGARTY

Robert W. Bivins

Robert W. Bivins

RWB/kb
Enclosures
cc: Charles W. Price

1735-001
(293)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 15 AM 10:06

96/5/23/96

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

96 MAY 15 AM 10:06

KIDS AT PLAY OF CASSELBERRY, INC.

The undersigned, acting as the incorporator of KIDS AT PLAY OF CASSELBERRY, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

KIDS AT PLAY F CASSELBERRY, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is: 1064 High Point Loop, Longwood, Florida 32750.

ARTICLE III. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To own and manage a family entertainment center and related investments; and

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. INITIAL BOARD OF DIRECTORS

The corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Charles W. Price	1064 High Point Loop Longwood, Florida 32750
Robert W. Bivins	9920 State Road 39 South Lithia, Florida 33547

ARTICLE V. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation shall provide 30 calendar days' advance written notice to each holder of common stock before the issuance of any of the following (the "New Securities"), whether or not currently authorized:

- a. any shares of voting or nonvoting capital stock;
- b. any rights, options, or warrants to acquire capital stock; and
- c. any notes, debentures, or other debt securities that are convertible into equity securities.

That notice will be effective when received, if it is delivered personally or by telex, telecopy, telegram, or commercial courier, or on the third day after it is postmarked by the United States Postal Service, if it is delivered by first class, postage prepaid United States mail. A holder of common stock waives his right to purchase any New Securities proposed to be issued by the corporation unless he exercises that right and pays for the New Securities within 30 calendar days after the effective date of the corporation's written notice of the proposed issuance. Each holder of common stock shall have the first preemptive right (subject to adjustments to avoid the issuance of fractional shares) to purchase any New Securities for the consideration set by the corporation's board of directors and in the ratio that the respective amounts of New Securities, on a fully diluted basis, held by them on the effective date of the corporation's notice of issuance of such New Securities bears to the total number of shares of common stock outstanding, on a fully diluted basis. Each holder of common stock has the right of over allotment, so that, if a holder does not purchase his pro rata interest in the New Securities, the other purchasing holders may purchase their respective pro rata interests in that portion of the New Securities that were not purchased. A holder of securities other than common stock does not have, solely because of any statute or his ownership of other securities of the corporation, a right to purchase any New Securities proposed to be issued by the corporation. The foregoing preemptive rights apply to all issuances of New Securities, including without limitation, the following:

a. securities issued as compensation to agents, officers, directors, and employees of the corporation or its affiliates or subsidiaries;

b. securities issued to satisfy conversion or option rights created to provide compensation to agents, officers, directors, or employees of the corporation or its affiliates or subsidiaries;

c. shares authorized in these articles of incorporation that are issued within six months from the effective date of incorporation; and

d. securities sold for other than cash consideration.

Notwithstanding the foregoing, a public offering of the common stock is excluded from the foregoing preemptive right of first refusal. The corporation may issue New Securities that are not acquired by holders of common stock to any person during a period of 90 calendar days after such New Securities have been offered to the holders of common stock at a consideration set by the board of directors that is equal to or exceeds the consideration set for the exercise of the foregoing preemptive rights. Any offer received by the corporation at a lower consideration or after the expiration of the 90-day period referenced above shall again be subjected to the preemptive rights described in this article.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9920 State Road 39 South, Lithia, Florida 33547, and the name of the corporation's initial registered agent at that address is Robert W. Bivins.

ARTICLE VIII. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

Robert W. Bivins
9920 State Road 39 South
Lithia, Florida 33547

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: May 14, 1996.

Robert W. Bivins
Robert W. Bivins,
as incorporator

1735-001
Sub 2.236
5/14/96 10:00 AM

KIDS AT PLAY OF CASSELBERRY, INC.

ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 15 AM 10:06

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That KIDS AT PLAY OF CASSELBERRY, INC., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 9920 State Road 39 South, Lithia, Florida 33547, has named Robert W. Bivins as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for KIDS AT PLAY OF CASSELBERRY, INC. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: May 14, 1996.



ROBERT W. BIVINS