

P96000061327

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 JUL 23 AM 11:45
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

JUL 23 1996

RE: Whiz Kid Products
Corporation

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

SECRET
 07/23/96 01047-030
 ***122.50 ***122.50

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST _____ TAKEN 7/23 CONFIRMED _____ APPROVED _____
 DATE 9 30
 TIME 27 CK No. _____
 BY _____

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
WHIZ-KID PRODUCTS CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation is **WHIZ-KID PRODUCTS CORPORATION.**

ARTICLE II
DURATION

This corporation shall have perpetual existence, which existence shall commence upon the time of filing and continue until terminated by unanimous agreement of the members.

ARTICLE III
PURPOSES

A. To engage in the marketing of safety products with an emphasis on child safety products.

B. This corporation is also organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
REGISTERED AND PRINCIPAL OFFICE OF CORPORATION;
MAILING ADDRESS OF CORPORATION; AND
REGISTERED AGENT OF CORPORATION

The street address of the initial registered and principal office and mailing address of this corporation is: 3037 Marlo Boulevard, Clearwater, Florida 34619.

The name and address of the registered agent of this corporation are: Michael T. Arnold, 3037 Marlo Boulevard, Clearwater, Florida 34619.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles are:

NAME

ADDRESS

Michael T. Arnold

3037 Marlo Boulevard
Clearwater, Florida 34619

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

Initially, this corporation shall not have more than three (3) directors and no less than one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The name and address of the initial director of this corporation are: Michael T. Arnold, 3037 Marlo Boulevard, Clearwater, Florida 34619.

**ARTICLE IX
OPERATIONS
RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his or her name:

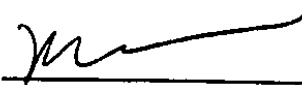
<u>NAME</u>	<u>NUMBER OF SHARES</u>
Michael T. Arnold	80
James H. Rosenthal	10
David P. Plevich	10

Shares held by shareholders may not be sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the share holders of this corporation.

**ARTICLE X
MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All of the corporate powers and the business affairs may be managed or exercised by or under the sole authority, or at the direction of, the shareholder or shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of July, 1996.



Michael T. Arnold

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above appeared Michael T. Arnold to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same, for the purposes expressed therein.

22nd SWORN TO AND SUBSCRIBED before me in my presence this day of July, 1996.



NOTARY PUBLIC


My Commission expires

OFFICIAL/NOTARY SEAL
Notary: MARY SUE STARLING
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC241093
MY COMMISSION EXP. NOV. 8, 1996

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for **WHIZ Kid PRODUCTS CORPORATION** at the place designated in these Articles of Incorporation, I heroby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 22 day of July, 1996.



Michael T. Arnold

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