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800-111-0000
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96 SEP -4 AM 10:03

PRIESTER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032
DIVISION OF CORPORATION

REFERENCE : 073406 7110740

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : September 3, 1996

ORDER TIME : 8:51 AM

ORDER NO. : 073406

CUSTOMER NO: 7110740

500001938045

CUSTOMER:

MICHAEL MORTON, ESQ.

Suite 124
902 Clint Moore Road
Boca Raton, FL 33487

DOMESTIC FILING

NAME: ~~PEANUT GALLERY, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

562-672
W96-18445

96 SEP -4 PM 1:33
FILED
CORPORATIONS
SECTION

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0071
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STATE
CLERK'S
OFFICE

95 SEP -4 PM 1:33



PRIENTHALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 073406 7110740

AUTHORIZATION *Patricia P. Smith*

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DOMESTIC FILING

NAME: KLASSEY KIDZ, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANIEL LEGGETT

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 4, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PEANUT GALLERY, INC.
Ref. Number: W96000018445

RESUBMIT

Please give original
submission date as file date.

We have received your document for PEANUT GALLERY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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Claretha Golden
Document Specialist

Letter Number: 996A00041367

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DIVISION OF CORPORATIONS

STATE
RECORDS
95 SEP -4 PM 1:03

ARTICLES OF INCORPORATION
OF
KLASSY KIDZ, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KLASSY KIDZ, INC.

The address of the principal office of this corporation shall be 5519 North Military Trail, Suite 1016, Boca Raton, Florida 33496, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having \$0.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Brett Jaffy Dir.	5519 North Military Trail, Suite 1016 Boca Raton, Florida 33496
Chadd Jaffy Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Brett Jaffy Pres.	5519 North Military Trail, Suite 1016 Boca Raton, Florida 33496
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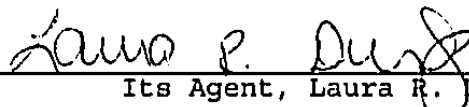
Chadd Jaffy Sec.	Same
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ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on September 4, 1996.


Its Agent, Laura R. Dunlap

DATE
FILED
SEP 11 1963

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

DWL