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1201 HAYS STREET
MIAMI, FL 33131-1001
904 443-0171
904 443-0191
PRESTON FINANCIAL SERVICES ACCOUNT NO. : 072100000032

RECEIVED
96 SEP 23 AM 10:56
DIVISION OF CORPORATION

REFERENCE : 094640 82004A
AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : September 23, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 094640

CUSTOMER NO: 82004A

000001858580

CUSTOMER: Mr. Jim Sierra
JIM SIERRA & ASSOCIATES

Suite 105
9290 Sunset Drive
Miami, FL 33173

DOMESTIC FILING

NAME: WONDER KIDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATION
96 SEP 23 AM 11:59

9/23/96

ARTICLES OF INCORPORATION

- OF -

WONDER KIDS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 AM 11:59

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

WONDER KIDS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLARS PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

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

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

1512 E. ATLANTIC BLVD
POMPANO BEACH, FL 33060

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The name and street address of the member of the first Board of Directors of this corporation are as follows:

DORA QUESADA

1512 E. ATLANTIC BLVD.
POMPANO BEACH, FL 33060

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

DORA QUESADA

1512 E. ATLANTIC BLVD.
POMPANO BEACH, FL 33060

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned DORA QUESADA, being natural person(s), competent to contract, have here unto set his/her hands and seal this 18th day of September, 1996.


DORA QUESADA

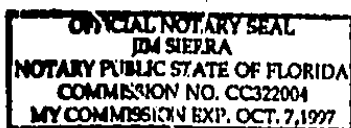
STATE OF FLORIDA) S.S.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared DORA QUESADA, known and known to me, to be the persons described herein and who executed the foregoing Article of Incorporation, and they acknowledged before me that he/she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 18th day of September, 1996.


JIM SIERRA

My commission expires:



CERTIFICATE OF DESIGNATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

REGISTERED AGENT/REGISTERED OFFICE 96 SEP 23 AM 11:59

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT WONDER KIDS, INC.
(Name of corporation)

WITH ITS PLACE OF BUSINESS AT 1512 E. ATLANTIC BLVD. POMPANO BEACH, FL 33060

HAS NAMED DORA QUESADA
(Name of registered Agent)

LOCATED AT 1512 E. ATLANTIC BLVD. POMPANO BEACH, FL 33060
(Street address and number of building - PO Box address ARE NOT acceptable)

CITY OF POMPANO BEACH, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE President

DATE 9-18-96

I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(Registered Agent)

DATE 9-18-96