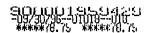
D9600081237 TRANSMITTAL LETTER

September 16, 1996

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



Subject:

CURRICULUM & CUDDLES CORPORATION

(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

Filing Fee & Certificate -

\$78.75

FROM:

JAN SCHMITT 1290 GEORGE BUSH BLVD. DELRAY BEACH, FL 33483

NOTE: Please provide the original and one copy of the Articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CURRICULUM & CUDDLES CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1290 GEORGE BUSH BLVD. DELRAY BEACH FLORIDA, 33483

ARTICLE JU SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES OF COMMON STOCK (1,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MARY JAN SCHMITT 1290 GEORGE BUSH BLVD. DELRAY BEACH, FL 33483

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of Incorporation is

MARY JAN SCHMITT 1290 GEORGE BUSH BLVD. DELRAY BEACH, FL 33483

and

DENISE S. BRANSFIELD 875 N.W. 108TH LANE CORAL SPRINGS, FL 33071

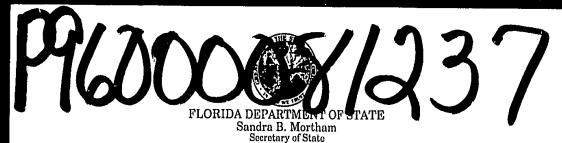
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this duy of SEPTEMBER, 1996.

ACCEPTANCE BY REGISTERED AGENT

1, MARY JAN SCHMITT, being the designated registered agent in the above Articles of Incorporation, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Signature

Articles of Incorporation Filing Fee - \$35



September 8, 1997

CURRICULUM & CUDDLES CORPORATION 75 N. FEDERAL HIGHWAY SUITE 101 DELRAY, FL 33483

SUBJECT: CURRICULUM & CUDDLES CORPORATION Ref. Number: P96000081237

Debit Memo #: 80714-D

This is to inform you that check #616 in the amount of \$165.00 submitted with the annual report for CURRICULUM & CUDDLES CORPORATION has been returned by your bank because of ACCOUNT CLOSED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after November 8, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey Accountant I

Letter Number: 197A00044633

P96000081237

October 9, 1997

100002315381--6 -10/09/97--01058--006 ****180.00 ****180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: CURRICULUM & CUDDLES CORPORATION

DEBIT MEMO: # 80714-D

CHECK #: 616