

HARVEY J. SPINOWITZ, P.A., Attorney at Law
1455 Court Street, Clearwater, Florida 34616 Tel. (813) 449-9929 Fax. (813) 446-2748

Harvey Jay Spinowitz*

*Admitted in Florida, New Jersey and New York

P 960000 85232

FILED
OCT 14 AM 9:47
TALLHASSEE, FLORIDA
SECRETARY OF STATE

October 4, 1996

TRANSMITTAL LETTER

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

700001973587--0
-10/15/96--01043--017
****131.25 ****131.25

SUBJECT: DREAM KIDS, INC.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these articles.

A check for \$131.25 is enclosed. This represents payment for:

1. Articles of Incorporation
2. Designation of and Acceptance by a Registered Agent
3. Certificate of Status
4. Certified Copy of Articles of Incorporation

If you have any questions, please call me.

Very truly yours,


Harvey J. Spinowitz

/HJS
encls.

F. CHESER OCT 16 1996

**ARTICLES OF INCORPORATION
OF
DREAM KIDS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is DREAM KIDS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of the corporation are 3979 Jenita Dr., Palm Harbor, Florida 34685.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one (\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Cynthia Mabry, 3979 Jenita Dr., Palm Harbor, Florida 34685.

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are Cynthia Mabry, 3979 Jenita Dr., Palm Harbor, Florida 34685.

The undersigned has executed these articles of incorporation on this 10th day of October, 1996.


Cynthia Mabry

FILED
1996 OCT 14 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is DREAM KIDS, INC.
2. The name of the registered agent is Cynthia Mabry, Esq.
3. The address of the registered agent/registered office is 3979 Jenita Dr., Palm Harbor, Florida 34685.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 10th 1996


Cynthia Mabry

1996 OCT 14 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED