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14041 U.S. Highway One
Second Floor, Suite D
Juno Beach, Florida 33408

October 24, 1996

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Fax (407) 027-3529

SECRET
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

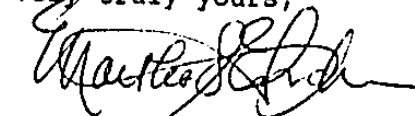
Re: Articles of Incorporation

Gentlemen:

Enclosed please find the Articles of Incorporation for the following corporation, KREATIVE KIDS WORLD, INC., together with the Statement of Acceptance as Registered Agent and an extra copy for stamping and return. Also enclosed is my check in the amount of \$78.85 for the filing fees and for a Certificate in Good Standing. If there is anything further you require, please advise.

Your prompt attention is appreciated.

Very truly yours,



MARTHA S. ESKUCHEN
Attorney at Law

MSE/rh

Enclosures

44
10-29-96

ARTICLES OF INCORPORATION
OF
KREATIVE KIDS WORLD, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KREATIVE KIDS WORLD, INC.

The principal place of business of this corporation shall be 3643 10th AVE. N. PALM SPRINGS, FL 33461, Florida.

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 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3643 10th AVE. N. PALM SPRINGS, FL 33461, Florida, and the name of the initial registered agent of the corporation at that address is OLIVE HIGGINS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE 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 at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have one Director, initially. The name and address of the Director is:

Olive Higgins, President
3643 10th AVE. N.
PALM SPRINGS, FL 33461

ARTICLE VIII. INCORPORATOR

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

Olive Higgins, President
3643 10th AVE. N.
PALM SPRINGS, FL 33461

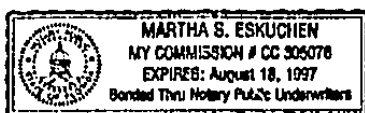
IN WITNESS WHEREOF, the undersigned, OLIVE HIGGINS, has hereto set his hand and seal on this 24th day of October, 1996.

KREATIVE KIDS WORLD, INC.

By: Olive Higgins
OLIVE HIGGINS, President

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me in the County and State aforesaid, this 24th day of October, 1996 by OLIVE HIGGINS, who is known to me to be the person in and who has executed the foregoing instrument and who has produced a Florida Driver's License as identification and who has/has not taken an oath.



Martha S. Eskuchen
Notary Public, State of Florida
Martha S. Eskuchen
Commission No. and Expiration:

STATEMENT OF ACCEPTANCE AS REGISTERED AGENT

In pursuance of Chapter 607. of the Florida Statutes following is submitted, in compliance with said Act:

FIRST, that , KREATIVE KIDS WORLD, INC., a Florida corporation with its principal office at 3643 10th AVE. N. PALM SPRINGS, FL 33461 has appointed OLIVE HIGGINS, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and 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 607.0505 Florida Statutes.

Dated: 10/24/96

By: Olive Higgins
OLIVE HIGGINS
Registered Agent

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TALLAHASSEE, FLORIDA