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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: BUSY KIDS, INC.

AUDIT NUMBER.....H96000015347

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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⑦
ARTICLES OF INCORPORATION

of
BUSY KIDS, INC.

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WE, the undersigned, **ARI LERNER and MORIS TABANNEJAD**
hereby associate ourselves 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 State
of Florida, providing for the formation, liability, rights, privi-
leges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

BUSY KIDS, INC.

ARTICLE II

The general nature of the business and the objects and
purposes proposed to be transacted and carried on are to do any and
all of the things mentioned, as fully and to the same extent as
natural persons might or could do, viz:

- a. To engage in any legal business.
- b. To make and carry out contracts for buildings, erect-
ing, improving and repairing buildings, structures, improvements,
warehouses, docks and structures of every kind and nature whatsoever.
- c. In the purchase or acquisition of property, business
rights or franchises, or for additional working capital, or for any
other object in or about its business or affairs, and without limit
as to amount, to incur debt, and to raise, borrow and secure the
payment of money in any lawful manner, including issue and sale or

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other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed or trust or otherwise.

d. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 Shares of common stock of 1.00 par value.

All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or unissued stock of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

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ARTICLE IV

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CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of One Thousand ~~One Thousand~~ Dollars.

ARTICLE V

CORPORATE EXISTENCE

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

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 1500 Bay Road - Suite 362, Miami Beach, Florida 33139 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be ARI LERNER-1500 Bay Road, Suite 362, Miami Beach, Florida 33139.

ARTICLE VIII

The number of Directors of this corporation shall be not less than two (2) nor more than five (5).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or

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until their successors are chosen, shall be:

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<u>NAME</u>	<u>ADDRESS</u>
ARI LERNER	1500 Bay Road - Suite 362 Miami Beach, Florida 33139
MORIS TABANNEJAD	1500 Bay Road - Suite 362 Miami Beach, Florida 33139

ARTICLE X

The name and addresses of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
ARI LERNER, President	1500 Bay Road-Suite 362 Miami Beach, Florida 33139
MORIS TABANNEJAD	1500 Bay Road-Suite 362 Miami Beach, Florida 33139

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
ARI LERNER	1500 Bay Road Suite 362 Miami Beach, Florida 33139	50
MORIS TABANNEJAD	1500 Bay Road Suite 362 Miami Beach, Florida 33139	50

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ARTICLE XII

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 40.091, Florida Statutes, the
following is submitted:

First, that DUSY KIDS, INC.

(name of corporation)

desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at City of Miami
Beach, State of Florida, has named _____

ARI LERNER

362

located at 1500 Ray Road, Suite

Miami Beach

City of _____

State of _____

Florida, as its agent to accept service of process within Florida.

MORIS TABANNEAD

ARI LERNER

ARI LERNER Vice Officer

President

Title

Date: October 23, 1996

Having been named to accept service of process for the
above stated corporation, at the place designated in this Certifi-
cate, 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.

ARI LERNER Resident Agent

Date: October 23, 1996

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TALLAHASSEE, FLORIDA

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ARTICLE XIIIACKNOWLEDGMENT

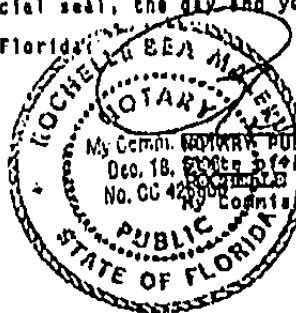
STATE OF FLORIDA } ss:
COUNTY OF DADE }

I HEREBY CERTIFY that on this 23rd day of October
19 96, personally appeared before me, the undersigned Notary Public
in and for the State of Florida, ARI LERNER and MORIS
TABANNIYAD

parties to the foregoing Certificate of Incorporation, and each acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts therein set forth are true and correct as given under my hand and official seal, the day and year written at _____

Dade

County, Florida



My Comm. Expires Dec. 18, 2000
No. CC 42500
Commission Expires

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