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GREENFELDER, MANDER, HANSON, MURPHY & DWYER

ATTORNEYS AT LAW

14217 THIRD STREET

DADE CITY, FLORIDA 33520

GLEN C. GREENFELDER
A. R. "CHIP" MANDER, III
T. PHILIP HANSON, JR.
DAVID J. MURPHY
DANIEL L. DWYER

352-567-0411

FAX: 352-567-7755

BROOKSVILLE 352-796-7900

November 4, 1996

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****122.50 ****122.50

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

RE: Incorporation of The Whimsey Club, Inc.

Dear Sir or Madam:

Enclosed is an original and copy of the Articles of Incorporation for The Whimsey Club, Inc., and our check in the amount of \$122.50. Please return a certified copy of the document to our office.

Thank you for your attention to this matter.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER



Daniel L. Dwyer

DLD/dp

Enclosure

FILED
96 NOV -7 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/13/96

ARTICLES OF INCORPORATION
OF
THE WHIMSEY CLUB, INC.

FILED

96 NOV -7 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is THE WHIMSEY CLUB, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the specific purpose of marketing educational products and the purpose of transacting any additional lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

Such common stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of the corporation is 17813 Hickory Moss Place, Tampa, Florida 33626. The street address of the initial registered office of this corporation is 14217 Third Street, Dade City, Florida 33523. The name of the initial registered agent of this corporation at that address is Daniel L. Dwyer, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation initially shall have five (5) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation; however, there shall never be less than three (3) directors.

The name and address of the initial Board of Directors of the corporation are:

Sandra Lynn Show-Kiley
17813 Hickory Moss Place
Tampa, Florida 33646

Maria Elena Crosby
14045 Paradise Lane
Dade City, Florida 33525

Alicia Cristina McHugh
1801 S.W. 67 Terrace
Plantation, Florida 33317

Glennis Massey Daniels
38416 Venus Avenue
Zephyrhills, Florida 33540

Sue Ross Hoffman
13517 Hope Lane
Hudson, Florida 34667

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles are:

Sandra Lynn Show-Kiley
17813 Hickory Moss Place
Tampa, Florida 33646

Maria Elena Crosby
14045 Paradise Lane
Dade City, Florida 33525

Alicia Cristina McHugh
1801 S.W. 67 Terrace
Plantation, Florida 33317

Glennis Massey Daniels
38416 Venus Avenue
Zephyrhills, Florida 33540

Sue Ross Hoffman
13517 Hope Lane
Hudson, Florida 34667

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the

directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the _____ day of _____, 1996.

Sandra Lynn Show-Kiley
SANDRA LYNN SHOW-KILEY

Maria Elena Crosby
MARIA ELENA CROSBY

Alicia Cristina McHugh
ALICIA CRISTINA MCHUGH

Glennis Massey Daniels
GLENNIS MASSEY DANIELS

Sue Ross Hoffman
SUE ROSS HOFFMAN

STATE OF FLORIDA
COUNTY OF PASCO

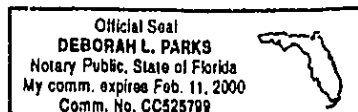
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SANDRA LYNN SHOW-KILEY, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation and who furnished as proof of identification: FL DRIVER'S LICENSE.

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 24th day of October, 1996.

Deborah L. Parks
Printed name:
Notary Public

Commission:

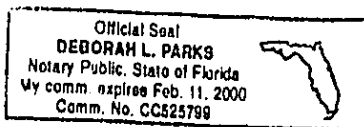
ARTICLES OF INCORPORATION - 4



STATE OF FLORIDA
COUNTY OF DAS CO

BEFORE ME, a Notary Public authorized to take
acknowledgments in the State and County set forth above,
personally appeared MARIA ELENA CROSBY, known by me to be the
person who executed the foregoing Articles of Incorporation, and
who acknowledged before me that they executed these Articles of
Incorporation and who furnished as proof of identification:
FL. DRIVER'S LICENSE.

IN WITNESS WHEREOF I have set my hand and seal in the state
and county above this 24th day of October, 1996.



Deborah L. Parks
Printed name:
Notary Public

Commission:

STATE OF FLORIDA
COUNTY OF Broward

BEFORE ME, a Notary Public authorized to take
acknowledgments in the State and County set forth above,
personally appeared ALICIA CRISTINA McHUGH, known by me to be the
person who executed the foregoing Articles of Incorporation, and
who acknowledged before me that they executed these Articles of
Incorporation and who furnished as proof of identification:
Fl. Drivers license.

IN WITNESS WHEREOF I have set my hand and seal in the state
and county above this 30 day of October, 1996.



LISA HUTCHINGS
My Commission CC353140
Expires Mar. 13, 1998
Bonded by HAI
800-422-1555

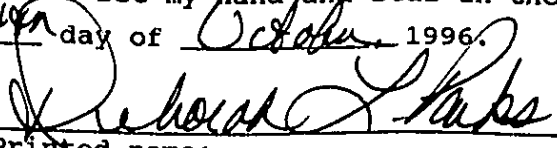
Lisa Hutchings
Printed name:
Notary Public

Commission:

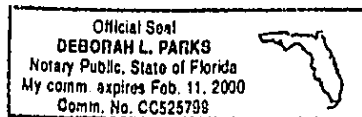
STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take
acknowledgments in the State and County set forth above,
personally appeared GLENNIS MASSEY DANIELS, known by me to be the
person who executed the foregoing Articles of Incorporation, and
who acknowledged before me that they executed these Articles of
Incorporation and who furnished as proof of identification:
FL. DRIVER'S LICENSE

IN WITNESS WHEREOF I have set my hand and seal in the state
and county above this 24th day of October, 1996.


Printed name:
Notary Public

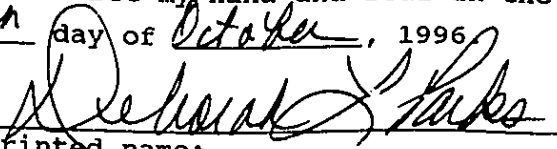
Commission:



STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take
acknowledgments in the State and County set forth above,
personally appeared SUE ROSS HOFFMAN, known by me to be the
person who executed the foregoing Articles of Incorporation, and
who acknowledged before me that they executed these Articles of
Incorporation and who furnished as proof of identification:
FL. DRIVER'S LICENSE

IN WITNESS WHEREOF I have set my hand and seal in the state
and county above this 24th day of October, 1996.


Printed name:
Notary Public

Commission:



ARTICLES OF INCORPORATION - 6

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That THE WHIMSEY CLUB, INC. , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 17813 Hickory Moss Place, Tampa, Florida 33646, has named Daniel L. Dwyer, Esq., whose address is 14217 Third Street, Dade City, Florida 33523, as its agent to accept service of process within Florida.

DATED: October 24, 1996.

SIGNED:

Sandra Lynn Show-Kiley
SANDRA LYNN SHOW-KILEY

Maria Elena Crosby
MARIA ELENA CROSBY

Alicia Cristina McHugh
ALICIA CRISTINA MCHUGH

Glennis Massey Daniels
GLENNIS MASSEY DANIELS

Sue Ross Hoffman
SUE ROSS HOFFMAN

96 NOV -7 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: 11-1-96, 1996.

Daniel L. Dwyer
DANIEL L. DWYER, ESQ., Registered Agent

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GREENFELDER, MANDER, HANSON, MURPHY & DWYER

ATTORNEYS AT LAW

14217 THIRD STREET
DADE CITY, FLORIDA 33523

GLEN E. GREENFELDER
A. R. "CHIP" MANDER, III
T. PHILIP HANSON, JR.
DAVID J. MURPHY
DANIEL L. DWYER

352-567-0411
FAX: 352-567-7758
BROOKSVILLE 352-796-7900

February 3, 1996

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*****87.50 *****87.50

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

RE: "The Whimsey Club, Inc.", a Florida corporation


Dear Sir or Madam:

Enclosed is an original and copy of the Articles of Amendment for The Whimsy Club, Inc., and our check in the amount of \$87.50. Please return a certified copy of the document to our office.

Thank you for your attention to this matter.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER


Daniel L. Dwyer

DLD/dp

Enclosure

FILED
97 FEB -5 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
DEC
2/10

ARTICLE OF AMENDMENT
(FS§§ 607.1001, 607.1003, 607.1004, 607.1006, 607.1009)

1. The following of the Articles of Incorporation of The Whimsey Club, Inc., a Florida corporation, filed in Tallahassee on November 7, 1996, be and they hereby are amended in the following particulars:

Article 1 be and it hereby is amended to read as follows:

"The Whimsy Club, Inc."

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 1st day of January, 1997.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

THE WHIMSY CLUB, INC.

By: 

Alicia McHugh, President


Secretary

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Alicia McHugh as President of The Whimsy Club, Inc., known by me to be the person who executed the foregoing Article of Amendment, and who furnished as proof of identification:

_____.

IN WITNESS WHEREOF I have set my hand and seal in the state
and county above this 24th day of January, 1997.

Glenn M. Daniels

Printed name:
Notary Public

Commission:



GLENN M DANIELS
My Commission CC413467
Expires Oct. 13, 1998
Bonded by ANG
800-852-5878

STATE OF FLORIDA
COUNTY OF Pasco

BEFORE ME, a Notary Public authorized to take acknowledgments
in the State and County set forth above, personally appeared
Glenn M. Daniels, Secretary of The Whimsy Club, Inc., known by me
to be the person who executed the foregoing Article of Amendment
and who furnished as proof of identification:

IN WITNESS WHEREOF I have set my hand and seal in the state
and county above this 24th day of January, 1997.

Susan Faye Archer

Printed name:
Notary Public

Commission:



SUSAN FAYE ARCHER
Notary Public, State of Florida
My Comm. Exp. Sept. 27, 1997
Comm. No. CC 318927