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CARL T. WATKINS, P.A.
CERTIFIED PUBLIC ACCOUNTANT
7345 Jackson Springs Road, Suite 3
Tampa, Florida 33634
813-884-7245

FILED

96 NOV 12 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 7, 1996

Florida Department of State
Division of Corporations, New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

500002002615--4
-11/13/96--01033--012
*****70.00 *****70.00

Dear Sir:

I have enclosed an Articles of Incorporation to establish a new domestic corporation in the State of Florida in the following name:

KALEIDOSCOPE, INC.

I have also enclosed a check for \$70. for the applicable filing fee. I am requesting that you process these Articles of Incorporation as soon as possible and return the corporation charter number to me at the above address. I have also enclosed a second copy of the Articles for you to stamp and return to me.

Sincerely yours,

Carl T. Watkins

Carl T. Watkins, CPA

2 Encl's

X1
11-15-96

**ARTICLES OF INCORPORATION
OF
KALEIDOSCOPE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the Laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be: KALEIDOSCOPE, INC.

ARTICLE II

The Corporation shall be entitled to engage in any activity permitted under the laws of the State of Florida.

ARTICLE III

The capital stock of the Corporation shall be divided into shares of \$1.00 par value, with 7500 shares of common stock authorized, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation fixed by the incorporators or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non assessable.

ARTICLE IV

The amount of capital with which this Corporation shall begin business will be a minimum of \$100.00.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at 904 S. Westshore Blvd., Tampa, Fl. 33629 but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Directors.

ARTICLE VII

The Board of Directors of the Corporation shall not be less than one (1) nor more than seven (7) unless otherwise provided in the By-laws. The Directors may make or amend the By-Laws. The meeting of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

ARTICLE VIII

The name and address of the Incorporators and the members of the Board of Directors who shall hold office for the first year or until successors are duly elected and qualified shall be:

Howard Sinsley

904 S. Westshore Blvd.

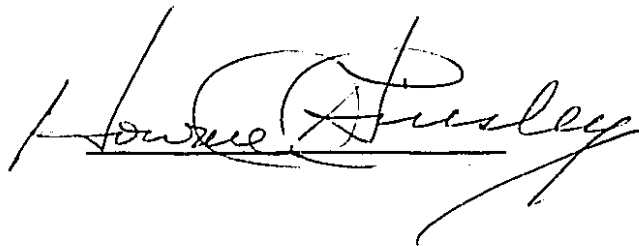
Tampa, Fl. 33629

ARTICLE IX

The time and place of the annual stockholders meeting shall be on May 1st of each and every year at the principal office of the Corporation unless otherwise fixed in the By-Laws or a resolution of the Board of Directors and any stockholders may waive notice thereof either before or after the meeting.

The Board of Directors shall be elected annually by the Stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting and the Board shall have the right to increase or decrease its number of Directors within the limits of this Charter.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation, this 5th day of November, 1996.

A handwritten signature in cursive script, appearing to read "Howard Presley", written over a horizontal line.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

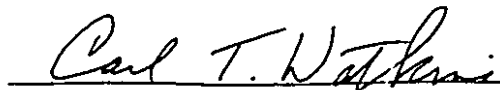
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in accordance with said Act:

FIRST-- that KALEIDOSCOPE, INC. of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named CARL T. WATKINS, CPA, as its agent to accept service of process within the State at 7345 Jackson Springs Road #3, Tampa, Florida 33634.

ACKNOWLEDGEMENT:

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 said Act relative to keeping open said office.



CARL T. WATKINS, CPA

Registered Agent

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements in the State and County named above, personally appeared Howard Sinsley, to me well known to be the person described in the foregoing and acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

.....
Sworn to and subscribed before me this 5th day of November 1996.

Carl T. Watkins

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

