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William K. Gordon
Attorney at Law

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December 4, 1996

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

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-12/06/96--01082--005
****122.50 ****122.50

RE: Snuggly's Art/Inc., my file #96-276

Dear Clerk:

Enclosed please find the original executed Articles of Incorporation on the above referenced corporation along with my trust account check for your services. Please process and return a copy to my office. If you have any questions or I can be of further assistance to you, please feel free to contact my office. Thank you.

Sincerely,

William K. Gordon
Attorney at Law
rvh;enc.

DEC 9 1996

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96 DEC -6 PM 6:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

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THE UNDERSIGNED, DEBRA B. JOHNS, does hereby execute and acknowledge the following Articles of Incorporation: STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is SNUGGY'S PLAYHOUSE & LEARNING CENTER, INC.

2. The general purpose for which the corporation is the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607.174, Florida Statutes.

3. The aggregate number of shares which the corporation shall have authority to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

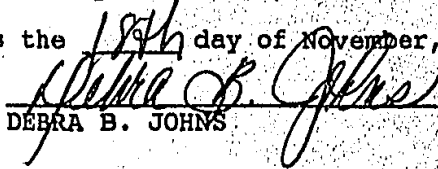
4. The address of the corporation's initial registered office is 1788 Bluejay Drive, Middleburg, Clay County, Florida 32068. The name and address of its initial registered agent is WILLIAM K. GORDON at 303 State Road 26, MELrose, Putnam County. Florida 32666. The registered office and principal office address are not the same.

5. The names and addresses of the subscribers of these Articles of Incorporation, the number of shares of stock agreed to take and the value of the consideration thereof are as follows:

DEBRA B. JOHNS
1788 Bluejay Drive
Middleburg, FL 32068

100 shares
\$100.00 par value

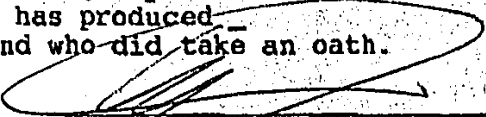
IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation this the 18th day of November, 1996.

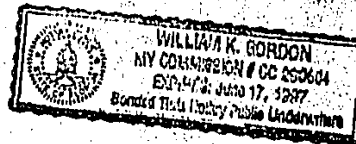

DEBRA B. JOHNS

STATE OF FLORIDA

COUNTY OF PUTNAM

The foregoing instrument was acknowledged before me this 18th day of November, 1996, by DEBRA B. JOHNS, who is personally known to me (or has produced _____ as identification) and who did take an oath.


WILLIAM K. GORDON, NOTARY
Notary Public: State of Florida
My Commission Expires:



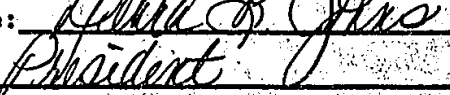
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is submitted:

First, that SNUGGY'S PLAYHOUSE & LEARNING CENTER, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1788 Bluejay Drive Middleburg, Clay County, Florida 32068, and its registered office at 303 State Road 26, Melrose, Putnam County, Florida 32666 as its agent to accept service of process within Florida.

Signature: 
Title: President
Date: 11-18-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: 
Date: 11-18-96