

Aida R. Cuellar

35 N.W. 50th Avenue
Miami, Florida 33126
(305) 448-7916

PG700017426

FEBRUARY 18, 1997

Secretary of State of Florida
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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-02/20/97--01065--007
****122.50 ****122.50

Re: Virtual Kids, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of the above-named proposed Florida Corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and forward the certified copy to the undersigned at your earliest opportunity.

Thank you for your prompt attention to this matter.

Sincerely,

Aida R. Cuellar
Aida R. Cuellar

/arc
Enclosures

2/25

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97 FEB 20 AM 10:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
VIRTUAL KIDS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be as set forth above.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Efraim Arrastia
35 N.W. 50th Avenue
Miami, Florida 33126

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address is:

Aida R. Cuellar
35 N.W. 50th Avenue
Miami, Florida 33126

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 18th day of February, 1997.


AIDA R. CUELLAR

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

Pursuant to the provisions of Section 607.0501, Florida

Statutes, the following is submitted, in compliance with said Statutes:

That **VIRTUAL KIDS, INC.**, desiring to organize under the laws of the State of Florida, with its registered office at: 35 N.W. 50th Avenue, Miami, Florida 33126, has named **Efraim Arrastia**, located at 35 N.W. 50th Avenue, Miami, Florida 33126, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


EFRAIM ARRASTIA

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 FEB 20 AM 10:37

FILED