

3/27/97

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: KIDZ DEPOT, INC.

AUDIT NUMBER.....H97000005135

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

KIDZ DEPOT, INC.

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

ARTICLE I

NAME

The name of this corporation is KIDZ DEPOT, INC.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 1000 Pennsylvania Avenue, St. Cloud, Florida 34769.

ARTICLE III

SHARES

The number of shares the corporation is authorized to issue is 100 shares, with \$1.00 per share par value.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares held by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Prepared by:
Roy R. Levine, Jr., Esquire
Florida Bar No. 868401
255 South Orange Avenue, Suite 750
Orlando, FL 32801

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and agent's office is Debra Bachr, 9596 Violet Drive, Orlando, Florida 32824.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

Debra Bachr

9596 Violet Drive
Orlando, FL 32824

ARTICLE VII

INCORPORATOR


The name and address of the Incorporator is Debra Bachr, 9596 Violet Drive, Orlando, FL 32824

ARTICLE VIII

PURPOSE

The purpose for this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of March, 1997


Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Registered Agent

Prepared by:
Roy R. Levine, Jr., Esquire
Florida Bar No. 868401
255 South Orange Avenue, Suite 750
Orlando, FL 32801

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