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TRANSMITTAL LETTER

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

FILED
97 APR 14 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-04/14/97--01018--004
*****78.75 *****78.75

SUBJECT: KIDS R US OF BREVARD, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u> </u> \$70.00	<u>XX</u> \$78.75	<u> </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: MICHAEL J. II & KIMBERLEY M. MILFORD

NAME (Printed or typed)

6467 LABREA AVENUE
ADDRESS

COCOA, FLORIDA 32927
CITY, STATE & ZIP

(407) 631-1020
DAYTIME TELEPHONE NUMBER

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

bm 4/15/97

ARTICLES OF CORPORATION

OF

KIDS R US OF BREVARD, INC.

We, the undersigned, being of full age, sui juris and a citizens of the United States, hereby file these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be Kids R Us of Brevard, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, but is primarily designed to engage in Child Day Care.

ARTICLE III

The total authorized capital stock of this corporation shall be 1000 shares of common stock of par value of \$1.00 per share. Said stock shall be paid for in cash or property, labor or services at a just valuation to be fixed by the incorporator in the manner provided for by statutes, and the stock shall be issued in accordance with such valuation. The value of the common stock thereof shall be fixed by the incorporators in the manner provided for by statutes, and the stock shall be issued in accordance with such valuation. The capital stock shall be Section 1244 stock.

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ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal place of business and general office of this corporation shall be at 6467 LaBrea Avenue, Cocoa, Florida, 32927, but it may maintain offices and transact business at such other places, either within or without the State of Florida, as the Board of Directors may from time to time provide by resolution. The registered agent for the corporation shall be Kimberley M. Milford, whose business office is located at 6467 LaBrea Avenue, Cocoa, Florida, which office is hereby designated as the registered office of the corporation.

ARTICLE VII

The business of the corporation shall be conducted by a president, a vice-president, a secretary and treasurer, and a board of directors not less than the minimum required by law, or more than five, the exact number to be determined by the by-laws of the corporation. Only the president need be a stockholder of this corporation. All stockholders shall possess voting power. Each of the above designated officers, as well as the board of directors, shall be elected at the annual meeting of the stockholders, and shall hold office until their successors are elected or appointed,

unless otherwise provided in the by-laws. The name and street address of the first officers and directors of the corporation are:

Vice-President, Treasurer

Michael J. Milford, II
6467 LaBrea Avenue
Cocoa, FL 32927

President, Secretary

Kimberley M. Milford
6467 LaBrea Avenue
Cocoa, FL 32927

ARTICLE VIII

The highest amount of indebtedness to which this corporation may at any time subject itself shall be unlimited.

ARTICLE IX

The name and post office address of the incorporators of this corporation and the amount of stock subscribed for by them are as follows:

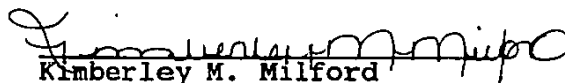
Michael J. Milford II
6467 LaBrea Avenue
Cocoa, Florida 32927

100 shares

Kimberley M. Milford
6467 LaBrea Avenue
Cocoa, Fl 32927

100 shares

IN WITNESS THEREOF, I have hereunto set my hand and seal to the foregoing Articles of Incorporation, and acknowledged this instrument to be filed in the office of the Secretary of State, State of Florida, the 8th day of April, 1997.


Kimberley M. Milford

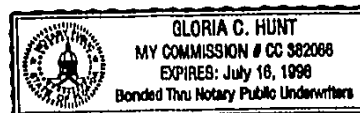
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared Kimberley M. Milford, personally known to me to be the person described in and who acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 8th day of April, 1997.


Notary Public

GLORIA C. HUNT
Notary Name Printed



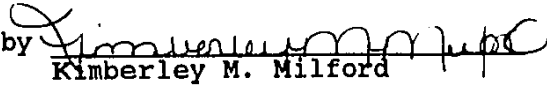
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, AND NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED

In pursuance of Section 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

KIDS R US OF BREVARD, INC., desiring to organize under the
laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation, in Cocoa, County of
Brevard, State of Florida, has named Kimberley M. Milford,
located at 6467 LaBrea Avenue, Cocoa, Florida, as its agent to
accept service of process within this state. 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.

DATED this 8th day of April, 1997.

Accepted by


Kimberley M. Milford

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