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DAVID E. GOOKIN
1121 S.W. 51st TERRACE
CAPE CORAL, FLORIDA, 33914
(941) 945-3512

12 MAY 97

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

200002182762--9
-05/19/97--01068--013
****140.00 *****70.00

Re: Ky Kids, Inc.

Greetings:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated and marked with an "X".

- ☒ A. Articles of Incorporation filing fee \$35.00
- ☒ B. Registered Agent Designation Filing Fee \$35.00
- ☒ C. Certified copy of Articles of Incorporation,
\$52.50(optional)

If the chosen corporate name is unavailable, please call me immediately. Thank you for your cooperation.

Cordially,

DAVID E. GOOKIN

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Enclosures

FILED
97 MAY 19 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 5/21/97

FILED

97 MAY 19 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Ky Kids, Inc.

ARTICLE I. NAME

The name of this corporation shall be Ky Kids, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of conducting any and all lawful business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 par shares of common capital stock, at \$1.00 per share par value.

Articles Of Incorporation Of
KY KIDS, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be ONE. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

DAVID E. GOOKIN 1121 S.W. 51st TERRACE
CAPE CORAL, FLORIDA 33914

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of
KY KIDS, INC.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED
OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1121 S.W. 51st TERRACE, CAPE CORAL, FLORIDA, 33914.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

DAVID E. GOOKIN

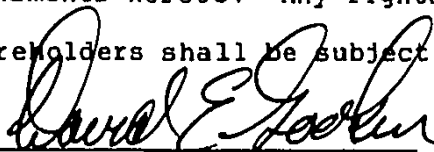
ARTICLE X. INCORPORATORS

The names and address of the individuals who shall serve as this corporation's incorporators are:

DAVID E. GOOKIN
1121 S.W. 51st TERRACE.
CAPE CORAL, FLORIDA, 33914

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Incorporator

Ky Kids, Inc.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is
Ky Kids, Inc.
2. The name and address of the registered agent and office is:

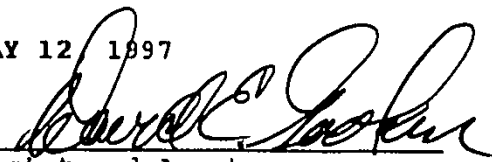
DAVID E. GOOKIN
1121 S.W. 51st TERRACE
CAPE CORAL, FLORIDA, 33914

ACCEPTANCE

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 OF REGISTERED AGENT.

MAY 12 1997


Registered Agent

Registered Agent Filing Fee \$35.00

REGISTERED AGENT DESIGNATION CERTIFICATE

I hereby accept my designation as resident agent and agree to serve as the resident agent of KY KIDS, INC.

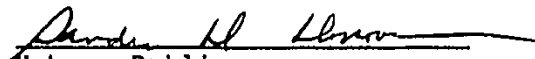
I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for KY KIDS, INC.

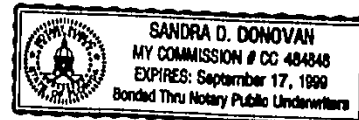

DAVID E. GOOKIN
Registered Agent

State Of Florida
County Of Lee

FILED
97 MAY 19 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On MAY 12, 1997, DAVID E. GOOKIN designated above as the individual who shall serve as the corporation's initial registered agent, and the individual, designated above, as the corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of KY KIDS, INC.


Notary Public



Commission Expiration Date: September 17, 1999 (Seal)

Articles Of Incorporation Of
KY KIDS, INC.