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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C. RODRIGUEZ

PHONE: (305)672-0686

LWIS

FAX #: (305)672-9110

NAME: TIME OUT FOR KIDS, INC.

AUDIT NUMBER.....H97000009029

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

CERT. OF STATUS...1

PAGES.....4

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ARTICLES OF INCORPORATION**Article I. Name**

The name of this Florida corporation is:
Time Out for Kids, Inc.

Article II. Address

The mailing address of the Corporation is:
Time Out for Kids, Inc.
103 South U.S. One
Suite B-4
Jupiter FL 33477

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Julian E. Hirsch
103 South U.S. One
Suite B-4
Jupiter FL 33477

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Julian E. Hirsch

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Mitchell D. Schepps | FL Bar Member 979139
August Cornlier Kulunas & Schepps, P.A.
One Clearlake Centre
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9800
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

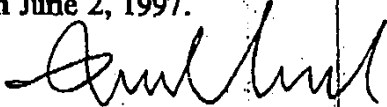
The name and address of the incorporator is:

Mitchell D. Schepps
August Comiter Kulunas & Schepps, P.A.
One Clearlake Centre
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 2, 1997.

The undersigned incorporator executed these Articles of Incorporation on June 2, 1997.



MITCHELL D. SCHEPPS
by L.A. Uriarte as attorney-in-fact

Mitchell D. Schepps | FL Bar Member 979139
August Comiter Kulunas & Schepps, P.A.
One Clearlake Centre
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:**

Time Out for Kids, Inc.

REGISTERED AGENT/OFFICE:Julian E. Hirsch
103 South U.S. One
Suite B-4
Jupiter FL 33477

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Julian E. Hirsch
by L.A. Uriarte as attorney-in-fact

Date: June 2, 1997

Mitchell D. Schepps | FL Bar Member 979139
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