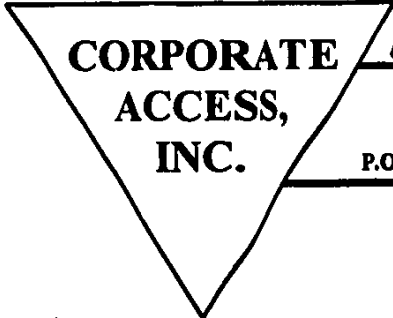


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CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 6/16/97 11:00 ^{NT} ☺

CERTIFIED COPY _____ CUS _____
 PHOTO COPY _____ FILING Articles

1.) Fast Kids, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #) EFFECTIVE DATE
6-13-97

3.) _____
(CORPORATE NAME & DOCUMENT #) 500002212525-1
-06/16/97--01027--012
****122.50 ****122.50

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____ K.R. JUN 16 1997

FILED
97 JUN 16 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 16 AM 9:53
DIVISION OF CORPORATION

"When you need ACCESS to the world"
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EFFECTIVE DATE
6-13-97

ARTICLES OF INCORPORATION
OF
FAST KIDS, INC.

FILED
97 JUN 16 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation shall be FAST KIDS, INC.

ARTICLE II-PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 816 Airport Road, Suite E., Destin, FL 32541 with a mailing address of P.O. Box 853, Destin, Florida 32541.

ARTICLE III-DATE OF EXISTENCE

This corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV-INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE V-STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE VI-CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VII-INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 120 E. Concord Street, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is DONNA L. DRAVES, ESQ. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator of this Corporation is :

MO MICHELLI
816 Airport Road, Suite F
Destin, FL 32541
Mailing Address:
P.O. Box 853
Destin, FL 32541

ARTICLE IX-INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

MO MICHELLI
816 Airport Road, Suite F
Destin, FL 32541

CAROL J. MICHELLI
30 Moreno Point Road, #406B
Destin, FL 32540

DAVID C. WILLIAMS
6322 South Lagoon Drive
Panama City Beach, FL 32408

ARTICLE X-NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, county, territory or nation.


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 13th day of June, 1997.

INCORPORATOR:

Mo Michelli (LS)
MO MICHELLI

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of June, 1997.


PRINT NAME: *Pamela Padilla*
NOTARY PUBLIC, STATE OF FLORIDA
My Commission expires: *12-22-99*
TYPE OF IDENTIFICATION USED: *known*



PAMELA PADILLA
COMMISSION # CC 520425
EXPIRES DEC 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

97 JUN 16 AM 10:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

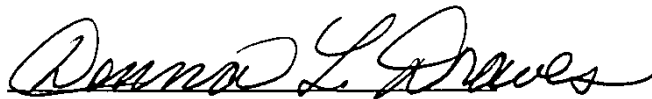
The following is submitted in compliance with the laws of the State of Florida.

FAST KIDS, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 816 Airport Road, Suite E., Destin, FL 32541 with a mailing address of P.O. Box 853, Destin, Florida 32541 has named DONNA L. DRAVES whose address is 120 E. Concord Street, Orlando, Florida 32801, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

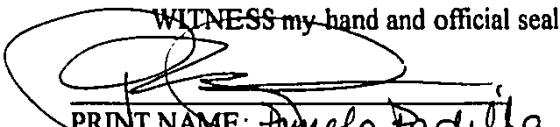
REGISTERED AGENT:


DONNA L. DRAVES

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Donna L. Draves to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 13th day of June, 1997.


PRINT NAME: Pamela Padilla
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 12-22-99



PAMELA PADILLA
COMMISSION # CC 520425
EXPIRES DEC 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

TYPE OF IDENTIFICATION USED: Known