

Attorney at Law

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June 26, 1997

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

Gentlemen:

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Enclosed please find an original and one copy of the Articles of Incorporation for G Kids, Inc., along with the Acceptance of appointment of the Registered Agent.

Also enclosed is the required fee of One hundred twenty-two dollars and fifty cents, (\$122.50).

Kindly return to the undersigned the appropriate filed documents at the address above shown.

Thank you for your cooperation.

Very truly yours,

Albert L. Tidwell

SECRETARY OF STATE

AUTHORIZATION BY PHONE TO

CORRECT B.A. Oddsubb

DATE

DOC. EXAM

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SECRETARY OF STATE DIVISION OF CORPORATIONS

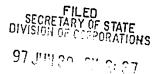
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ARTICLES OF INCORPORATION of G KIDS, INC.

- 1. The corporate name for the corporation is: G KIDS, INC.
- 2. The street address 549 SILK OAK DRIVE, VENICE, FLORIDA 34293.
- 3. The mailing address of the corporation is: 549 SILK OAK DRIVE, VENICE, FLORIDA 34293.
- 4. The number of shares the corporation is authorized to issue is 500 shares, no par value.
- 5. There shall be no preemptive rights granted to the shareholders.
- 6. The street address of the corporation's initial registered office is: 549 Silk Oak Drive, Venice, Florida 34293
- 7. The name of the corporation's initial registered agent is: Ross Landau, 549 Silk Oak Drive, Venice, Florida 34293.
- 8. The names and addresses of the incorporators are:

Ross Landau 549 Silk Oak Drive, Venice, Florida 34293.

Ross Landau



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: G KIDS, INC.
- 2.) The name and address of the registered agent and office is:

Ross Landau

549 Silk Oak Drive.

Venice, Florida 34293

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 as registered agent.

Signature

Jané 25, 1997 Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314