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June 26, 1997

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

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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
Albert L. Tidwell

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 PM 2:37

Albert Tidwell GAVE
AUTHORIZATION BY PHONE TO
CORRECT B.A. Address
DATE 7/2/97
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FILED
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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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

JUNE 25, 1997

Date

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