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FILED
97 JUL -3 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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****122.50 ****122.50

SUBJECT: ALL OUR KIDS, INC.

Enclosed is an original and one copy of the articles of incorporation and a check in the amount of \$122.50, which includes the filing fee and fee for one certified copy.

FROM: Bryan MacMurray
334 South Fifth Avenue
Jacksonville Beach, FL 32250
(904) 246 - 8579

ARTICLES OF INCORPORATION
OF

ALL OUR KIDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

The undersigned incorporator, being of full age, for the purpose of forming a corporation, pursuant to and in conformity with the laws of the State of Florida, does hereby make, sign, acknowledge, certify and set forth these Articles of Incorporation, as follows, to-wit:

ARTICLE I.
NAME

The name of this corporation is ALL OUR KIDS, INC., hereinafter called the Corporation. The principal office and mailing address of the Corporation is 334 South Fifth Avenue, Jacksonville Beach, FL 32250.

ARTICLE II.
DURATION

The term for which this Corporation shall exist shall be perpetual.

ARTICLE III.
PURPOSE

The general purpose or purposes for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.
CAPITAL STOCK**

The aggregate number of shares of capital stock which this Corporation is authorized to issue is one hundred(100) shares, all of which shall be no par value and which shall be designated as "Common Shares".

**ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this Corporation in the State of Florida is 334 South Fifth Avenue, Jacksonville Beach, FL 32250, and the name of its initial registered agent at such address is Bryan MacMurray.

**ARTICLE VI.
INITIAL BOARD OF DIRECTORS**

The number of Directors of this Corporation shall be not less than one (1). The names and street addresses of the members of the First Board of Directors of this Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws of the Corporation and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders and his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office, or death, are:

<u>NAME</u>	<u>STREET ADDRESS AND CITY</u>
Bryan MacMurray	334 South Fifth Avenue Jacksonville Beach, FL 32250
Diane Wright	334 South Fifth Avenue Jacksonville Beach, FL 32250

**ARTICLE VII.
INCORPORATOR**

The name and street address of said incorporator and the person signing these Articles of Incorporation as the subscriber hereof is Bryan MacMurray, 334 South Fifth Avenue, Jacksonville Beach, FL 32250. Upon the filing of these Articles of Incorporation with the Department of State of the State of Florida, all rights of said incorporator shall be deemed to have been assigned unto the above-named Directors, and any powers existing in, or liability of, said incorporator shall terminate and said incorporator shall have no further interest in said Corporation.

**ARTICLE VIII.
CORPORATION RIGHTS**

The following provisions are in furtherance and not in limitation of the powers granted to this Corporation under the laws of the State of Florida:

1. Without action by the stockholders, any or all of the shares of stock of this Corporation may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors (hereinafter called the Board) of the Corporation, and any and all such shares to be issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereof.

2. No holder of shares of common stock shall be entitled as

such as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into stock, of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services or dividends, or otherwise.

3. The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00), which amount shall be subscribed for and paid for before the Corporation shall transact any business; and all or any part of the capital stock of this Corporation may be payable or issued for the purchase of property, good will, labor or services at a just valuation thereof to be fixed by the Board of this Corporation at its first meeting or at a meeting called for that purpose.

4. The Board is expressly authorized:

(a) To make, alter and amend the By-Laws of the Corporation; to fix the amount of be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and loans upon the real and personal property of the Corporation; and

(b) If the By-Laws so provide and the Board consists of more than two (2) Directors, to designate two (2) or more of its number to constitute an Executive Committee, which Committee shall, for the time being as provided in said resolution or in the By-Laws of this Corporation, have and exercise any and all of the powers of the Board in the management of the business and affairs of this

Corporation, and have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

5. The Corporation may, in its By-Laws, confer powers upon the Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

6. Both stockholders and the Board shall have power, if the By-Laws so provide, to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statute) outside of the State of Florida at such places as may be from time to time designated by the Board.

7. Election of directors need not be by ballot unless the By-Laws so provide.

8. Any director may be removed at any time, with or without cause, upon the affirmative vote or by the written consent of the holders of a majority of the stock of this Corporation at that time having voting power for the election of directors; provided, however, that no director who shall have been elected by the holders of a separate class of stock shall be removed under the provisions of this subdivision except upon the affirmative vote of the holders of a majority of the class whose holders elected him, if such holders are then entitled to vote for the election of directors.

9. The Board shall have power to repeal the By-Laws of the Corporation. In addition to the powers and authorities herein and

by statute expressly conferred upon it, the Board may exercise all such power and do all such acts and things as may be exercised or done by this Corporation, subject, nevertheless, to the provision of the laws of the State of Florida, of these Articles of Incorporation and of the By-Laws of this corporation.

10. In the absence of fraud, no contract or other transactions between this Corporation and any other corporation or any individual or firm shall be in any way invalidated or otherwise affected by the fact that any one or more of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of this Corporation, individually, or any firm or association of which any director may be a member may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he, individually, whether as a member of such firm or association, is so interested shall be disclosed or shall have been known to the Board or a majority of the members thereof and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board or of any committee of this Corporation which shall authorize any contract or transaction and may vote thereafter to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

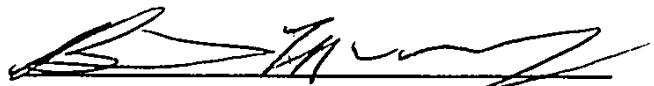
The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE IX INDEMNIFICATION

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

ARTICLE X COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida.


BRYAN MAC MURRAY

STATE OF FLORIDA)
) SS:
COUNTY OF ST. JOHNS)

I HEREBY CERTIFY that, on the 26th of June, 1997,

personally appeared before me, the undersigned authority, Bryan MacMurray, the subscriber to the foregoing Articles of Incorporation and the incorporator therein named, known to me personally to be such, or who has produced his Florida Driver's License as identification and did take an oath, and acknowledged the said Articles of Incorporation to be his act and deed, and, being first duly sworn, says that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office, the day and year last aforesaid.

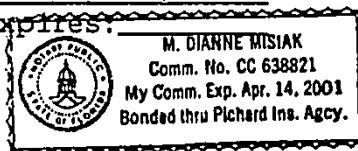
SWORN TO AND SUBSCRIBED
before me, this 26th
day of June, 1997.

M. Dianne Misiak

Notary Public, State of Florida

Name: _____

My Commission Expires: _____



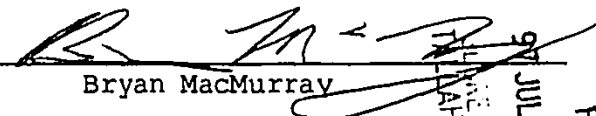
**CERTIFICATE DESIGNATED PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That ALL OUR KIDS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Jacksonville Beach, County of Duval, State of Florida, has named Bryan MacMurray, located at 334 Fifth Avenue, Jacksonville Beach, County of Duval and State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Bryan MacMurray

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA