

DR. PLAYGROUND, INC.

2851 Polk Street, Hollywood, FL 33020
Telephone (954) 925-2876 • Fax (954) 925-9922

P97000060119

August 29, 1997

The Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314
Attn: Amendment Section

800002316448--8
-10/09/97--01098--005
*****35.00 *****35.00

Dear Sir/Madam:

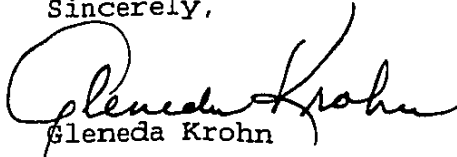
Please find enclosed the following:

1. Action taken by the Shareholder of Dr. Playground, Inc.,
Without a Meeting;
2. Amended Articles of Incorporation, and
3. A check in the amount of \$35.00 pursuant to Florida
Statute 607.0122(11).

Please file the Amended Articles of Incorporation.

Thank you for your cooperation in this matter. Should you
have any questions, please do not hesitate to call.

Sincerely,


Gleneda Krohn

GK/

Enclosures/Action of Shareholder Without a Meeting
Check No.:

FILED
97 OCT -9 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 14 1997

P. CAMPBELL FORD & ASSOCIATES, P.A.

ATTORNEYS AT LAW
6 EAST BAY STREET, SUITE 550
JACKSONVILLE, FLORIDA 32202

P. CAMPBELL FORD
MARK R. MILLER
DAVID S. WAINER, III

TELEPHONE
(904) 356-6677
FAX
(904) 356-0036

September 19, 1997

Mrs. Marlee Krohn
504 South 2nd Street
Jacksonville Beach, FL 32250

RE: Dr. Playground, Inc.
Our File No.: 95.111

Dear Marlee:

Please find enclosed all of the materials that were originally forwarded to you with our letter dated August 29, 1997. Per your request, I made the change to Article VI - Incorporator changing Todd's name to Gleneda's name. I apologize for any inconvenience this may have caused you. I believe everything else is intact and is ready to be send to the Secretary of State.

Should you have any questions or concerns, please do not hesitate to contact me. Again, I apologize for any inconvenience.

Sincerely,

David S. Wainer, III

David S. Wainer, III
(Signed in Mr. Wainer's
absence to avoid delay.)

DSW/Etp

Enclosure/Amended Articles of Incorporation
Cover letter to the Secretary of State (Proposed)
Shareholder Action Without a Meeting

P. CAMPBELL FORD & ASSOCIATES, P.A.

ATTORNEYS AT LAW

6 EAST BAY STREET, SUITE 550
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(904) 356-6677
FAX
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August 29, 1997

Mrs. Marlee Krohn
504 South 2nd Street
Jacksonville Beach, FL 32250

RE: Dr. Playground, Inc.
Our File No.: 95.111

Dear Marlee:

Please find enclosed a copy of the Amended Articles of Incorporation for Dr. Playground, Inc., a proposed cover letter to the Secretary of State and a Shareholder Action Without a Meeting document.

Please review all of these documents. Please note the changes to the Articles of Incorporation wherein you were changed from President to Vice-President and Gleneda was changed from Vice-President to President. Todd and Mike were deleted as Directors in the corporation.

If the documents are to your satisfaction, please sign the Shareholder's Action Without a Meeting, then forward it to Gleneda for her signature and with all of the above, please ask Gleneda to sign and send them to the Secretary of State with a check for \$35.00 in order to file the Amended Articles of Incorporation.

Should you have any questions, please do not hesitate to call.

Sincerely,



David S. Wainer, III

DSW/ftp
Enclosure/Amended Articles of Incorporation
Cover letter to the Secretary of State (Proposed)
Shareholder Action Without a Meeting

AMENDED ARTICLES OF INCORPORATION
OF

DR. PLAYGROUND, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President, for the purpose of amending the articles of incorporation under the Florida Business Corporation Act, hereby adopts the following Amended Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is Dr. Playground, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 2851 Polk Street, Hollywood, Florida 33021.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are P. Campbell Ford, 6 East Bay Street, Jacksonville, Florida 32202.

ARTICLE V - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator are Gleneda Krohn, 2851 Polk Street, Hollywood, Florida 33021.

ARTICLE VII - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter

ACTION OF SHAREHOLDERS WITHOUT A MEETING

We the undersigned, being the owners of 100% of the stock of Dr. Playground, Inc., hereby agree to amend the Articles of Incorporation of the aforementioned corporation as follows:

1. Change the name of the President from Marlee Krohn to Gleneda Krohn;
2. Change the name of the Vice-President from Gleneda Krohn to Marlee Krohn; and
3. Delete Todd Krohn and Mike Krohn from the Board of Directors.

Marlee G. Krohn
MARLEE KROHN

10/3/97
DATE

Gleneda G. Krohn
GLENEDA KROHN

10-7-97
DATE