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Thomas Seville Rice  
2913 Condel Drive  
Orlando, Florida 32812  
(407) 898-7324

August 6, 1997

Florida Secretary of State  
Box 6327  
Tallahassee, Florida 32314

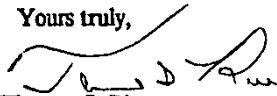
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\*\*\*131.25 \*\*\*131.25

Re: Peds After Dark, Inc.

Dear Sir:

Please find enclosed two original notarized Articles of Incorporation and my check payable to "Florida Secretary of State" in the amount of \$131.25 for the filing of the Articles, a certified copy of the Articles and a Certificate of Incorporation. Upon acceptance and filing, please return the same to me at the above address in the enclosed self-addressed and stamped envelope.

Yours truly,

  
Thomas S. Rice  
Incorporator

Cc: Corporation file

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STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
PEDS AFTER DARK, INC.

97 AUG 1997 ARTICLE VII BOARD OF DIRECTORS

By these Articles of Incorporation, the incorporator forms a corporation for profit under Florida law.

The name and address of each member of the first board of directors is Raymond F. Caron, 5853 Medinah Way, Orlando, Florida 32819.

ARTICLE I NAME

The name of this corporation is hereby Peds After Dark, Inc.

ARTICLE II TERM

This corporation shall exist perpetually.

ARTICLE III PURPOSE

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. This corporation may perform any part of its business outside the State of Florida, in other states or colonies of the United States, and throughout foreign countries, as permitted by law.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock of a par value of \$1.00 a share.

ARTICLE V DESIGNATION OF  
REGISTERED AGENT,  
REGISTERED OFFICE AND PRINCIPAL  
MAILING ADDRESS

The registered agent and registered office for this corporation shall be Thomas S. Rice, 2913 Condel Drive, Orlando, Florida 32812. For correspondence between the Florida Secretary of State and the registered agent, the principal mailing address of this corporation is 2913 Condel Drive, Orlando, Florida 32812.

ARTICLE VI DIRECTORS

This corporation shall have one director initially. The number shall be fixed by the bylaws or shareholders' agreement and may be changed from time to time.

ARTICLE VIII INCORPORATOR,  
PRINCIPAL OFFICE AND MAILING  
ADDRESS

The name and address of the incorporator of this corporation is Thomas S. Rice, 2913 Condel Drive, Orlando, Florida 32812. For correspondence other than between the Florida Secretary of State and the registered agent, in other words, for "all other business", the principal office and mailing address of this corporation is 4562 South Kirkman Road, Orlando, Florida 32811.

ARTICLE IX BYLAWS

After the adoption of the initial bylaws by the director, the bylaws may be adopted, amended or repealed by the shareholders of this corporation. The board of directors may adopt bylaws, subject to the shareholders' approval at their next regularly scheduled meeting. But the bylaws adopted by the board of directors shall not conflict with those adopted by the shareholders.

ARTICLE X STOCK RESTRICTIONS

By agreement the shareholders of this corporation may restrict or limit the sale or transfer, or both, of the stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws shall provide for transfer on the corporate books in conformity with any agreement.

ARTICLE XI REPLACING STOCK  
CERTIFICATES

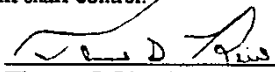
The board of directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed stock certificates.

**ARTICLE XII AMENDMENT**

These articles of incorporation may be amended in any manner provided by law.

**ARTICLE XIII SHAREHOLDERS' AGREEMENT**

The organizers of this corporation may enter into a contract known as an agreement to organize a corporation, preincorporation agreement or shareholders' agreement and may ratify and adopt the agreement at the initial meeting of the board of directors. As a rule of construction, if there is a conflict between a "corporate kit" or preprinted set of bylaws and the shareholders' agreement, the shareholders' agreement shall control.

  
Thomas S. Rice, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared Thomas S. Rice, Florida driver's license no. R200-837-52-391-0, who, being duly sworn, states after reading the foregoing Articles of Incorporation that the facts and information contained therein are true and correct.

Sworn to and subscribed before me on this 30 day of July, 1997, by Thomas S. Rice, Incorporator.

  
Notary Public


Commission No.:

AMY BARON  
COMMISSION # CC 331708  
EXPIRES NOV 21, 1997  
Bonded Through  
ALAN INSURANCE SERVICES



**CONSENT OF REGISTERED AGENT**

Having been named as registered agent for Peds After Dark, Inc. at the registered office designated in the foregoing articles, the undersigned hereby accepts the designation.

  
Thomas S. Rice, Registered Agent

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