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August 15, 1997

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

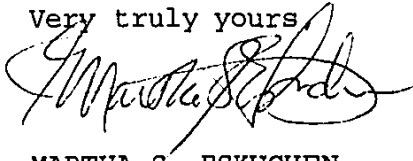
Re: Articles of Incorporation

Gentlemen:

Enclosed please find the Articles of Incorporation for the following corporation, A KIDS PLACE AT TEMPLE TERRACE, INC., together with the Statement of Acceptance as Registered Agent and an extra copy for stamping and return. Also enclosed is my check in the amount of \$78.85 for the filing fees and for a Certificate in Good Standing. If there is anything further you require, please advise.

Your prompt attention is appreciated.

Very truly yours



MARTHA S. ESKUCHEN
Attorney at Law

MSE/rh

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TM-9/11/97

ARTICLES OF INCORPORATION
OF
A KIDS PLACE AT TEMPLE TERRACE, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A KIDS PLACE AT TEMPLE TERRACE, INC.

The principal place of business of this corporation shall be 8713 Temple Terrace Highway, Temple Terrace, Florida 33637.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 8713 Temple Terrace Highway, Temple Terrace, Florida 33637, and the name of the initial registered agent of the corporation at that address is CHRIS M. MIRA.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have one Director, initially. The name and address of the Director is:

CHRIS M. MIRA, President
A KIDS PLACE AT TEMPLE TERRACE, INC.
8713 Temple Terrace Highway
Temple Terrace, Florida 33637

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

CHRIS M. MIRA, President
A KIDS PLACE AT TEMPLE TERRACE, INC.
8713 Temple Terrace Highway
Temple Terrace, Florida 33637

IN WITNESS WHEREOF, the undersigned, CHRIS M. MIRA, has hereto set his/her hand and seal on this 15th day of August, 1997.

By: [Signature]
CHRIS M. MIRA, President

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me in the County and State aforesaid, this 15th day of August, 1997 by CHRIS M. MIRA, who is known to me to be the person in and who has executed the foregoing instrument and who has produced a Florida Driver's License as identification and who has/has not taken an oath.

[Signature]
Notary Public, State of Florida
Martha S. Eskuchen
Commission No. and Expiration:



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TALLAHASSEE, FLORIDA


STATEMENT OF ACCEPTANCE AS REGISTERED AGENT

In pursuance of Chapter 607. of the Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that , A KIDS PLACE AT TEMPLE TERRACE, INC., a Florida corporation with its principal office at 8713 Temple Terrace Highway, Temple Terrace, Florida 33637, has appointed CHRIS M. MIRA, as its agent to accept service of process within this State.

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 all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Dated: August 15, 1997

By: 
CHRIS M. MIRA, President and
Registered Agent