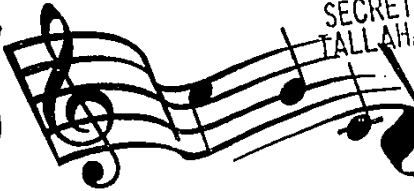
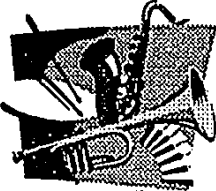


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MARIE GOLDING



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

21240 N.E. 9th Court * Unit #2 * Miami * Florida * 33179 ***** Telephone: 305*653*9393

September 16, 1997

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****122.50 ****122.50

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

RE: NATIONSKIDS, INC.

Dear Sir/Madam:

Enclosed herewith are two (2) duly executed originals of **ARTICLES OF INCORPORATION** for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy.

Should anything further be required, please contact Marie Golding at 305-579-0500, Ext. 2563. Please mail the certified copy to Marie Golding, 21240 N.E. 9th Court, Unit #2, Miami, Florida 33179. Thank you for your assistance.

Sincerely,


MARIE GOLDING

: P. Hall SEP 18 1997

ARTICLES OF INCORPORATION

OF

NATIONSKIDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is NATIONSKIDS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is
12136 St. Andrews Place, Suite #206, Miramar, FL 33025.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> <u>Authorized</u> | <u>Par Value</u> <u>Per Share</u> | <u>Class of</u> <u>Stock</u> |
|--|--|---|
| 500 | \$1.00 | common |

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is
12136 St. Andrews Place, Suite #206, Miramar, Florida 33025, City of Miramar, County of Broward,
and the name of its initial registered agent at such office is MARILYN M. JONES.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two (2), and the name of the members of the initial Board of Directors who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

JERRY GIBSON

MARILYN M. JONES

ARTICLE VII

The name of the Incorporator is Marilyn M. Jones and the address of the Incorporator is 12136 St. Andrews Place, Suite #206, Miramar, Florida 33025

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 15th day of September, 1997.


MARILYN M. JONES
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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The undersigned, having been named the Registered Agent of **NATIONSKIDS, INC.**, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

By: 

MARILYN M. JONES, Registered Agent

DATED: September 15th 1997.