

RICHARD S. PILLINGER, P.A.

ATTORNEY AT LAW

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RICHARD S. PILLINGER

December 16, 1997

P97000107021

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

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-12/19/97--01030--008
*****70.00 *****70.00

RE: Subject: RIZ 4 KIDS, INC.

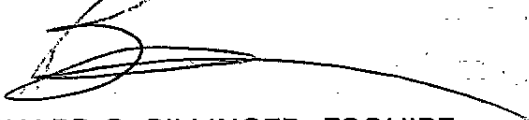
Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and check number 2348 in the amount of \$70.00.

Please don't hesitate to contact me should you have any questions.

Very truly yours,

RICHARD S. PILLINGER, P.A.



RICHARD S. PILLINGER, ESQUIRE

RSP/pj

enc

FILED
97 DEC 22 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD P. GAVE

AUTHORIZATION BY PHONE TO
CORRECT COR. P. SUFFIX
DATE 12-22-97
DOC, EXAM QIN

QIN 12-22-97

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Riz 4 Kids, *Inc.*

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
2506 Country Golf Drive
Wellington, FL 33414

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3300 University Drive, Suite 408, Coral Springs, Florida 33065 and the name of the initial registered agent of this corporation at that address is Richard S. Pillinger P.A. a Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have two (2) directors to hold office until the first annual meeting of the stockholders and his successor shall have been elected and qualified, or until his resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The names and addresses of the initial Directors are:

Frank Rizzo
2506 Country Golf Drive
Wellington, FL 33414

Anita Rizzo
2506 Country Golf Drive
Wellington, FL 33414

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Richard S. Pillinger, P.A.
3300 University Drive, Suite 408
Coral Springs, FL 33065

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

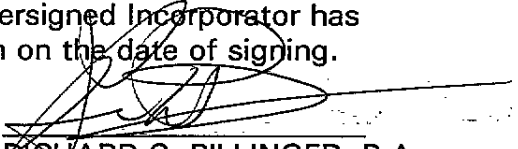
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.
Dated: December 16, 1997

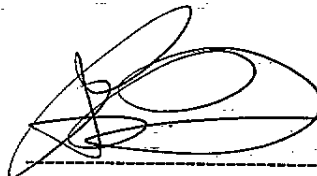

RICHARD S. PILLINGER, P.A.
BY: RICHARD S. PILLINGER,
PRESIDENT, INCORPORATOR

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that RIZ 4 KIDS, ^{Inc.} desiring to organize or qualify under the laws of the State of Florida, has named Richard S. Pillinger P.A. located at 3300 University Drive, Suite 408, Coral Springs, Florida, as its agent to accept service of process within Florida.

Dated: December 16, 1997



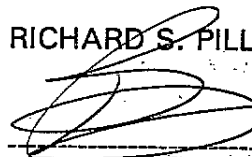
RICHARD S. PILLINGER, ESQ.
Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated : December 16, 1997

RICHARD S. PILLINGER P.A.

By:



RICHARD S. PILLINGER, ESQ
PRESIDENT

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TALLAHASSEE, FLORIDA