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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: KIDZZZ CHOICE OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H98000000154

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

January 6, 1998

EMPIRE

SUBJECT: KIDZZZ CHOICE OF SOUTH FLORIDA  
REF: W98000000225

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION  
OF  
KIDZZZ CHOICE OF SOUTH FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is Kidzzz Choice of South Florida, Inc.

ARTICLE II- DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III- PURPOSE

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
4. To lend money to, and use its credit to assist, its officers and employees.
5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, or governmental district or municipality or of any instrumentality thereof.

Prepared by: Hilario Gonzalez II, Esq., Bar No. 196840  
1840 Coral Way, 4th Floor, Miami, FL 33145  
(305) 858-4512

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6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.
7. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
8. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
9. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
10. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
11. To make donations for the public welfare or for the charitable, scientific, or educational purposes.
12. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
13. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock options plans, retirement plans, benefit plan, and other incentive and compensation plans for any or all of its directors, officers, and employees of its subsidiaries.
14. To provide insurance for its benefit on the life on any of its directors, officers, or employees, or on the life on any shareholder or by the spouse or children of the shareholder.
15. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, or other enterprise.

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16. To have and exercise all powers necessary or convenient to effect its purposes.
17. To act as a general financial consultant broker, and dealer, on the foreign exchange market, money market and commodities market.
18. This corporation is organized for the purpose of transacting any and all lawful business not provided herein.

#### ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES".

#### ARTICLE V-PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office and the principal office of this corporation is 7570 S.W. 77th Avenue, Miami, Florida 33145 and the name of the registered agent of this corporation at this address is Alina Gonzalez.

#### ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Lisette Conde  
7780 S.W. 120th Place  
Miami, Florida 33183

Lian Juncosa  
10070 S.W. 76th Street  
Miami, Florida 33173-3119

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Alina Gonzalez  
7570 S.W. 77th Avenue  
Miami, Florida 33143

**ARTICLE VIII- INCORPORATOR**

The name and address of the person signing these articles is:

Alina Gonzalez  
7570 S.W. 77th Avenue  
Miami, Florida 33143

**ARTICLE IX-BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X-CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

**ARTICLE XI-SHAREHOLDERS QUORUM AND VOTING**

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII-APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII-INDEMNIFICATION**

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

**ARTICLE XIV-AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservations.

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This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservations.

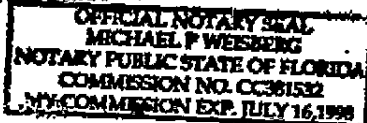
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of December 1997.

Alina Gonzalez  
Alina Gonzalez, Incorporator

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 18 day of December, 1997 by Alina Gonzalez who is personally known to me or who has produced drivers license as identification and did take an oath.



Michael P. Weisberg  
Notary Public, State of Florida

I, the undersigned, having been named as initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

Alina Gonzalez  
ALINA GONZALEZ, REGISTERED AGENT

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