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THE UNITED STATES CORPORATION ACCOUNT NO. : 072100000032 REFERENCE: 664444 7142849 AUTHORIZATION Patu COST LIMIT : \$ 70.00 ORDER DATE: January 9, 1998 ORDER TIME : 9:21 AM ORDER NO. : 664444-005 CUSTOMER NO: 7142849 200002398852--8 CUSTOMER: Ms. Debbie Ratliffe MS. DEBBIE RATLIFFE 2121 Ponce De Leion Boulevard Coral Gables, FL 33134 DOMESTIC FILING DOWNTOWN KIDS CLUB, NAME: CORPORATION EFFECTIVE DATE: XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar EXAMINER'S INITIALS:

DIVISION OF THE DE STATE OF ST

ARTICLES OF INCORPORATION

OF

DOWNTOWN KIDS CLUB, CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DOWNTOWN KIDS CLUB, CORPORATION

The address of the principal office of this corporation shall be Suite 940, 2121 Ponce De Leon Boulevard, Coral Gables,

Florida 33134 and the mailing address of the corporation shall be

ARTICLE II. NATURE OF BUSINESS

the same.

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 500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

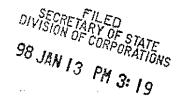
ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director initially. The names and addresses of the initial members of the Board of Directors are: Suite 940, 2121 Ponce De Leon Boulevard James K. Weber

Coral Gables, Florida 33134 Dir.



ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these

Articles of Incorporation on January 13, 1998.

Its Agent, Karen B. Rozar

Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Its Agent, Karen B. Rozar

Authorized Service Representative

Corporation Service Company