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FROM: ACE INDUSTRIES, INC.  
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NAME: THE UNIVERSAL CHILDRENS' NETWORKS, INC.

AUDIT NUMBER.....H98000003654

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**ARTICLES OF INCORPORATION  
OF  
THE UNIVERSAL CHILDRENS' NETWORKS, INC.**

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be **THE UNIVERSAL CHILDRENS' NETWORKS, INC.**

The principal place of business of this corporation shall be 17071 West Dixie Highway, North Miami Beach, Florida 33162.

**ARTICLE II. NATURE OF BUSINESS**

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporations. To buy, sell, mortgage, exchange, lease, hold the investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or

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Prepared by:

ace! Industries, Inc.  
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held by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in

H98-3654

H98-3654

carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is fifteen million (15,000,000) shares of common stock having a par value of \$.01 per share. The corporation will begin business with fifteen million (15,000,000) shares.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be, 17071 West Dixie Highway, North Miami Beach, Florida 33162 and the name of the initial registered agent of the corporation is William L. Rogers.

**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 already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

H98-3654

H98-3654

**ARTICLE VII. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

**MARIA M. HOOD - President/Director:**

17071 West Dixie Highway  
N. Miami Beach, Florida 33162

**WILLIAM L. ROGERS, Treasurer/Director:**

17071 West Dixie Highway  
N. Miami Beach, Florida 33162

**WILLIAM L. ROGERS, Registered Agent:**

17071 West Dixie Highway  
N. Miami Beach, Florida 33162

**ARTICLE VIII. SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is: Maria M. Hood, 17071 West Dixie Highway, North Miami Beach, Florida 33162.

**ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

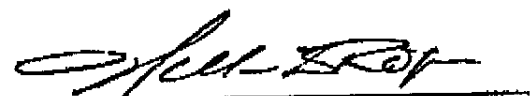
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**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT  
OF  
THE UNIVERSAL CHILDRENS' NETWORKS, INC.**

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as Registered Agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
WILLIAM L. ROGERS, J.D.  
17071 West Dixie Highway  
N. Miami Beach, Florida 33162  
Telephone: (305) 374-1133  
Facsimile: (305) 947-6488

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