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March 23, 1998

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: KIDZPLAY INC.

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

Filing fee and certificate

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

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P. Hall
MAR 30 1998

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KIDZPLAY INC.

The undersigned, INCORPORATOR, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be KIDZPLAY INC.
The principal place of business of this corporation shall be:
3765 Starlight Avenue, Merritt Island, Florida 32953.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

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TALLAHASSEE, FLORIDA

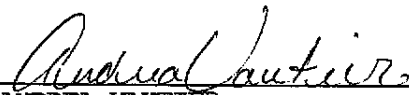
ANDREA VAUTIER
3765 Starlight Avenue
Merritt Island, Florida 32953

ARTICLE VI INCORPORATORS

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

ANDREA VAUTIER
3765 Starlight Avenue
Merritt Island, Florida 32953

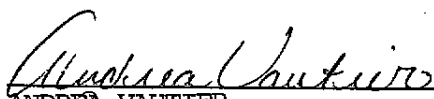
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of March, 1998.


ANDREA VAUTIER
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: KIDZPLAY INC.
2. The name and address of the registered agent and office is: ANDREA VAUTIER 3765 Starlight Avenue, Merritt Island, Florida 32953.


ANDREA VAUTIER
President
Title:
3-25-98
Date:

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Andrea Vautier
ANDREA VAUTIER
Registered Agent:

Date: 3-25-98

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TALLAHASSEE, FLORIDA