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JOHN S. KENNELLY

ATTORNEY AT LAW

4950 North Dixie Highway, Suite A

Fort Lauderdale, FL 33334-3400

telephone (954) 771-3064 facsimile (954) 771-1632

BY FEDERAL EXPRESS

April 21, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(904) 487-6052

FILED
98 APR 22 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Corporate filing for:
Kaleidoscope, The Learning Store, Inc.

Dear Sirs,

Please find enclosed the following original documents for filing in regard to the above referenced entities:

Kaleidoscope, The Learning Store, Inc.

(please provide certified copy and certificate of status)

- Articles of Incorporation
filing fees: (\$122.50 plus \$8.75 for certificate of status = \$131.25)

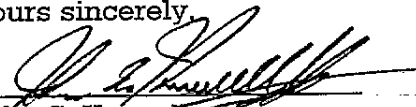
Please return the recorded documents to my office address:

John S. Kennelly, Esq.
4950 N. Dixie Highway, Suite "A"
Fort Lauderdale, FL 33334

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by mail. Thank you for your assistance. If you have any questions or comments, please do not hesitate to contact me.

Yours sincerely,


John S. Kennelly

Handwritten initials and date: 4/23/98

ARTICLES OF INCORPORATION

OF

KALEIDOSCOPE, THE LEARNING STORE, INC.

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

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Kaleidoscope, The Learning Store, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation shall be 5669 Lakeshore Village Circle, Lake Worth, FL 33463, and the mailing address of the corporation shall be the same.

ARTICLE III

NATURE OF BUSINESS

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 IV

NUMBER OF SHARES OF COMMON STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

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ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4950 North Dixie Highway, Suite "A", Fort Lauderdale, Florida 33334, and the name of the initial registered agent of the corporation at that address is JOHN S. KENNELLY.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INCORPORATOR

The name and address of the person executing these Articles of Incorporation as Incorporator is JOHN S. KENNELLY, 4950 North Dixie Highway, Suite "A", Fort Lauderdale, Florida 33334.

ARTICLE VIII

OFFICERS AND DIRECTORS

This corporation shall have one officer and two directors, initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws of the corporation, but shall never be less than one. The name and street address of the initial officer and directors who shall hold office for the first year of the corporation, or until their successor(s) is elected or appointed is:

IAN B. KAMEN
Director / President
5669 Lakeshore Village Circle
Lake Worth, FL 33463

SHERRY KAMEN
Director
5669 Lakeshore Village Circle
Lake Worth, FL 33463

DATED: April 20, 1998



JOHN S. KENNELLY, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as Registered Agent for the Corporation named in the foregoing Articles of Incorporation, and having an office identical with the registered office of the Corporation named in the foregoing Articles of Incorporation, JOHN S. KENNELLY is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

REGISTERED AGENT:



JOHN S. KENNELLY

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TALLAHASSEE, FLORIDA