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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

800002558639--8

-06/12/98--01068--023

*****70.00 *****70.00

Kids Online, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

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Acknowledgment

W.P. Verifier

6/12

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THANKS

JOEY

P. Hall

JUN 12 1998

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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ARTICLE I NAME

The name of the corporation shall be: Kids Online, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

130 West Union Street, Pasadena, CA 91103

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

150,000,000 Shares (50,000,000 shares of Common Stock with the par value of \$.001 per share, and 100,000,000 shares of Preferred Stock with the par value of \$.001 per share).

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

CT Corporation Systems
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE V INCORPORATOR

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

Connie Bryan
660 East Jefferson Street
Tallahassee, Florida 32301

Connie Bryan
Signature/Incorporator

6/12/98
Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Connie Bryan

Signature/Registered Agent

Connie Bryan, Special Assistant Secretary

6/12/98

Date

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