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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

July 16, 1998

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

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****122.50 ****122.50

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

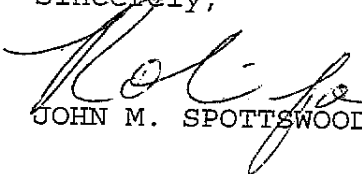
RE: Little Kid's Kingdom, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$122.50 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,


JOHN M. SPOTTSWOOD, JR.

FILED
98 JUL 17 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMSjr/rrg

Enclosures

Federal Express

Handwritten initials and date: 8-12-98

ARTICLES OF INCORPORATION

- FIRST: The name of this corporation is: LITTLE KID'S KINGDOM, INC.
- SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The name and address of the initial registered agent of this corporation is: Raymond A. Berard, 3424 No. Roosevelt Blvd., Key West, FL 33040.
- FIFTH: The name and address of the initial directors are: Raymond A. Berard and Tammy C. Berard, whose address is 3424 No. Roosevelt Blvd., Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH: The names and addresses of the incorporators of this corporation are: Raymond A. Berard and Tammy C. Berard, whose address is 3424 No. Roosevelt Blvd., Key West, FL 33040.
- SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.
- EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH: The address of the corporation is 3424 No. Roosevelt Blvd., Key West, FL 33040.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 17 AM 9:24

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16th day of July, 1998.

Incorporators:

Raymond A. Berard
RAYMOND A. BERARD

Tammy C. Berard
TAMMY C. BERARD

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 16th day of July, 1998, by RAYMOND A. BERARD and TAMMY C. BERARD, who are personally known to me or who have produced _____ as identification.

Martha A. Galbraith
NOTARY PUBLIC



Martha A. Galbraith
MY COMMISSION # CC514061 EXPIRES
December 1, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

MARTHA A. GALBRAITH

Printed Name of Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent contained in the foregoing Articles of Incorporation.

Raymond A. Berard
RAYMOND A. BERARD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA