

P98000087709

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002662303--0
-10/13/98-01026-007
*****70.00 *****70.00

SUBJECT: CHILDS PLAY PUBLISHING INC.

Enclosed is an original and one (1) copy of the articles of incorporation regarding the subject corporation and a check for:

<u>X</u>	\$70.00	\$78.75	\$122.50	\$131.25
	Filing fee	Filing fee & Certificate	Filing fee & Certified Copy	Filing fee & Certified Certificate

Please return the photocopy to me with the filing date stamped on it at your earliest convenience.
Thank you.

From & Return To: Childs Play Publishing Inc
1941 Aloma Ave, Suite 209
Winter Park, FL 32792

FILED
98 OCT 13 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
10-14-98

FILED
98 OCT 13 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHILDS PLAY PUBLISHING INC

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation shall be:

Childs Play Publishing Inc

ARTICLE TWO - PRINCIPAL OFFICE

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

1941 Aloma Ave, Suite 209
Winter Park, FL 32792

ARTICLE THREE - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE FOUR - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation.

ARTICLE FIVE - CAPITAL STOCK

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

<u>Class</u>	<u>Par Value</u>	<u>Number</u>
Common	\$10	100

ARTICLE SIX - INITIAL REGISTERED AGENT

The name and address of the initial registered agent and registered office is:

Linda M. Hayes
1105 Densmore Dr
Winter Park, FL 32792

ARTICLE SEVEN- INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors of the corporation is two (2), and the name of the persons(s) who is(are) to serve as a director(s) until the organization meeting or until the first meeting of shareholders or until his(their) successor(s) is(are) elected and qualified is(are)

1. Felina Baggett - President
2. Mike Hayes - Vice President
3. Vickie Bonelli - Secretary
4. Fonda Hayes - Treasurer

ARTICLE EIGHT - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the incorporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE NINE- INCORPORATOR

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

Linda M. Hayes
1105 Densmore Dr
Winter Park, FL 32792

The undersigned incorporator hereby declares, under the penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. The undersigned has executed the Articles of Incorporation this 8th day of Oct., 1998.


(Incorporator's Signature)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE**

FILED

98 OCT 13 AM 8:47

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

PURSUANT TO THE PROVISION OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT AND REGISTERED OFFICE, IN THE STATE OF FLORIDA.

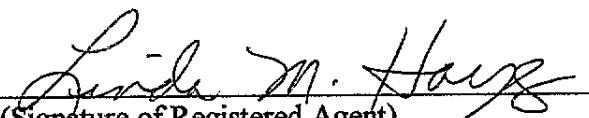
1. The name of the corporation is:

Childs Play Publishing Inc.

2. The name and address of the registered agent and office is:

Linda M. Hayes
1105 Densmore Drive
Winter Park, FL 32792

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.


(Signature of Registered Agent)

10 - 8 - 98
(Date)