

P98000093703

October 30<sup>th</sup>, 1998

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

300002677973--3  
-11/02/98-01092-013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

1-CC

Subj: Incorporation of THE KIDS PLACE, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,



Jeni R. Smolka

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
THE KIDS PLACE, INC.

ARTICLE I. NAME

The name of this corporation is THE KIDS PLACE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 715 Seaton Rd SW, Palm Bay, Florida 32908, and the name of the initial registered agent of this corporation at that address is JENI R. SMOLKA.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

JENI R. SMOLKA  
715 Seaton Rd SW  
Palm Bay FL 32908

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 3585 Jupiter Blvd SE, Palm Bay, Florida 32909, and the mailing address of the corporation is 715 Seaton Rd SW, Palm Bay, Florida 32908.

ARTICLE IX. INCORPORATOR

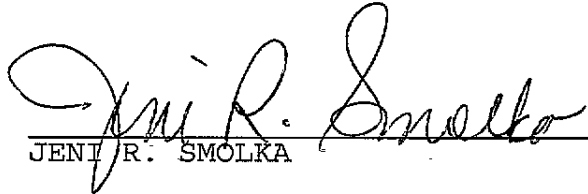
The name and address of the person signing these articles are:

JENI R. SMOLKA  
715 Seaton Rd SW  
Palm Bay FL 32908

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 30 day of October, 1998.

  
JENI R. SMOLKA

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JENI R. SMOLKA to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 30 day of October, 1998. FLIDL

  
Notary Public



Toni L. Townsend  
MY COMMISSION # CC756294 EXPIRES  
April 23, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

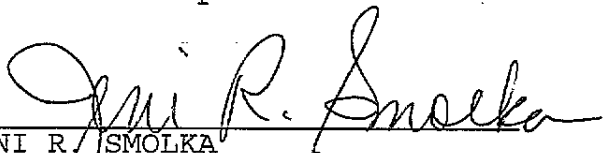
DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That THE KIDS PLACE, INC., desiring to organize under  
the laws of the State of Florida, with its principal office  
at 3585 Jupiter Blvd SE, Palm Bay, Brevard County, Florida  
32909, has named JENI R. SMOLKA, located at 715 Seaton Rd SW,  
Palm Bay, Brevard County, Florida 32908, as its agent to  
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
JENI R. SMOLKA  
Registered Agent

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