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BONNER & HOGAN, P.A.

Attorneys & Counselors at Law

November 3, 1998

Elwood Hogan, Jr.

Mark D. Breakstone
Also Admitted in California
Kelly M. Ballard

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600002681426--3
-11/05/98--01081--004
****122.50 *****78.75

Re: CHILDREN'S ACTIVITIES & RESOURCE EXPERTS, INC.

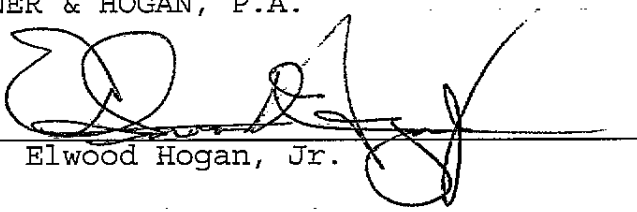
Gentlemen:

Enclosed are two executed copies of Articles of Incorporation for filing with your office, together with our client's check in the sum of \$122.50 to cover the necessary filing fee. Please return one copy certified to the undersigned at your convenience.

Very truly yours,

BONNER & HOGAN, P.A.

By


Elwood Hogan, Jr.

EH:b
Encl.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV -5 PM 12:23

613 South Myrtle Avenue • Clearwater, Florida 33756
727-461-7777 • Fax 727-447-1517
727-449-8305 • Fax 727-449-9529

B. BROWN NOV - 6 1998

ARTICLES OF INCORPORATION
OF
CHILDREN'S ACTIVITIES & RESOURCE EXPERTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I

Name

The name of this corporation is CHILDREN'S ACTIVITIES & RESOURCE EXPERTS, INC.

ARTICLE II

Duration

The term for which said corporation shall exist shall be perpetual, unless sooner dissolved by law.

ARTICLE III

Purpose

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, in accordance with and as permitted by Chapter 607, Florida Statutes.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand shares of One (\$1.00) Dollar par value common stock.

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

prorata share thereof at the price at which it is offered to others.

ARTICLE V

Principal Office/Mailing Address

The principal office/street address of the Corporation is:

1104 S. Duncan Avenue
Clearwater, Florida 33756

ARTICLE VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 1104 S. Duncan Avenue, Clearwater, Florida 33756, and the name of the initial Registered Agent at that address is Nan M. George, who by execution hereof accepts the duties and responsibilities of such office.

ARTICLE VII

Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The name and address of the initial Board of Directors of this corporation is as follows:

Nan M. George
1104 S. Duncan Avenue
Clearwater, Florida 33756

Bonnie A. Braun
1163 Snell Isle Blvd. N.E.
St. Petersburg, Florida 33704

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ARTICLE VIII

Incorporator

The name and address of the person subscribing to these Articles of Incorporation is: Nan M. George, 1104 S. Duncan Avenue, Clearwater, Florida 33756.

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, The undersigned subscriber and Resident Agent have executed these Articles of Incorporation, this ^{2nd} day of ~~October~~ ^{November} 1998. *NMG*

Nan M. George
Nan M. George
Subscriber and Resident Agent