



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 108997 4311473

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 22, 1999

ORDER TIME : 11:50 AM

ORDER NO. : 108997-005

CUSTOMER NO: 4311473

CUSTOMER: Maritza Villar, Legal Asst
STEARNS WEAVER MILLER WEISSLER
STEARNS WEAVER MILLER WEISSLER
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

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RECEIVED

99 JAN 22 PM 1:43

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: KIDS WITH DREAMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

gf 1/23/99

99 JAN 22 AM 9:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
KIDS WITH DREAMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 22 AM 9:08

ARTICLE I - NAME AND ADDRESS

The name of this corporation is KIDS WITH DREAMS, INC. The address of the principal office and the mailing address of this corporation is 15839 Silverado Court, Fort Myers, Florida 33908.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Mark D. Solov	150 West Flagler St. Museum Tower, Suite 2200 Miami, Florida 33130

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Victor W. Mayeron	15839 Silverado Court Fort Myers, Florida 33908

Lynda J. Sylvester

Post Office Box 1192
Sag Harbor, New York 11963

Katherine W. Mayeron

15839 Silverado Court
Fort Myers, Florida 33908

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Mark D. Solov	150 West Flagler St. Museum Tower, Suite 2200 Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

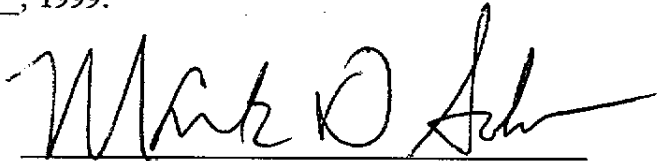
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of incorporation this 20 day of January, 1999.



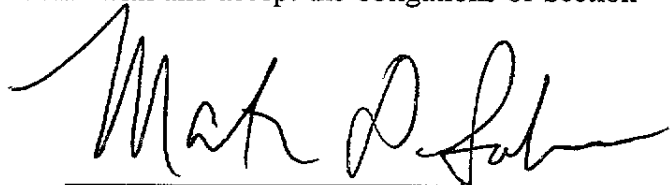
Mark D. Solov,
Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Mark D. Solov,
Registered Agent

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DIVISION OF CORPORATIONS
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