

**ROBSON
SCRIBNER &
STEWART, P.A.**
CERTIFIED PUBLIC ACCOUNTANTS

Dennis J. Robson, CPA
Mary C. Scribner, CPA
Suzanne Stewart, CPA

March 17, 1999

P 99 0000 32276

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

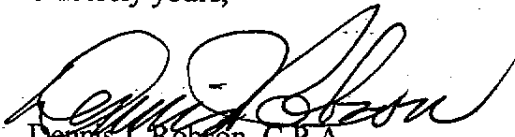
Enclosed please find two (2) copies of Articles of Incorporation for Kidstuff, Inc., and a check in the amount of \$70.00 to cover such registration.

Please feel free to contact me personally should there be questions regarding this matter. The approved document should be returned to.

Robson, Scribner & Stewart, P.A.
307 N.E. 36th Avenue, Suite 1
Ocala, FL 34470

700002810207--0
-03/18/99--01039--013
*****70.00 *****70.00

Sincerely yours,



Dennis J. Robson, C.P.A.
Certified Public Accountant

Enclosures: 3

99 APR -5 PM 2:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. CHASSER

APR

8 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 24, 1999

DENNIS J ROBSON CPA
ROBSON SCRIBNER & STEWART PA
307 NE 36 AVE STE 1
OCALA, FL 34470-1307

R#B
SUBJECT: KIDSTUFF, INC.
Ref. Number: W99000007048

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99 APR -5 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for KIDSTUFF, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 799A00014723

R#B

ARTICLES OF INCORPORATION

OF

R&B **KIDSTUFF, INC.**

Article I - Name

The name of this corporation is *R&B* **KIDSTUFF, INC.**

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - Initial Registered and Principal Office

The street address of the initial registered office of the corporation is 238-B S.W. 10TH STREET, OCALA, FL 34474. The initial mailing address is 238-B S.W. 10TH STREET, OCALA, FL 34474.

The principal office is at 238-B S.W. 10th STREET, OCALA, FL 34474

Article VI - Initial Registered Agent - Designation and Acceptance

The name of the initial registered agent of this corporation at the offices designated above is Robin C. Doucett who has signed these Articles of Incorporation to indicate her acceptance and agreement to act in this capacity as contemplated by Section 607.0501, Florida Statutes.

I hereby accept the appointment as Registered Agent *R&B* of **KIDSTUFF, INC.**, and agree to act in that capacity.

R Doucett

Robin C. Doucett


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TALLAHASSEE, FLORIDA

Article VII - Subscribers and Initial Designation of Management

This corporation shall be managed by its shareholders. There shall be one shareholder initially. The number of shareholders may be increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial subscriber to the shares of this corporation are:

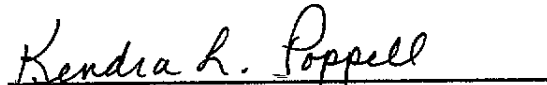
Robin C. Doucett
238-B S.W. 10th Street
Ocala, FL 34474

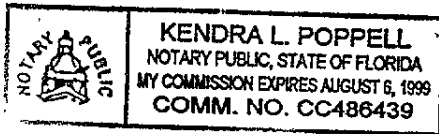
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of March, 1999.


Robin C. Doucett

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 17th day of March, 1999, by Robin C. Doucett who is personally known to me or who produced _____ as identification.


Signature of Notary Public,
State of Florida



Kendra L. Poppell
Notary's Printed Name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA