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EDWARD A. KERBEN

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PARALEGAL  
LaVonne T. V. Harmon

April 21, 1999

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL 32314

300002849773--0  
-04/23/99--01087--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: CASEY'S KIDS OF FLORIDA, INC.

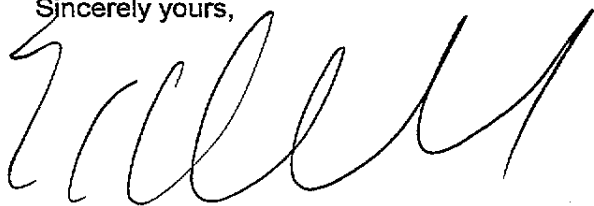
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	35.00
<b>TOTAL:</b>	<b><u>\$122.50</u></b>

Please return the certified copy to this office. Thank you for your attention as to this matter.

Sincerely yours,



Edward A. Kerben

EAK/lh

Enclosures

FILED  
99 APR 23 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK APR 27 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**CASEY'S KIDS OF FLORIDA, INC.**

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

**ARTICLE I -- NAME**

The name of the corporation shall be **CASEY'S KIDS OF FLORIDA, INC.**

**ARTICLE II -- NATURE OF BUSINESS**

1. The general nature of the business of the corporation shall be the purchase and sale of miscellaneous goods and any other lawful business.
2. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III -- PRINCIPAL OFFICE AND MAILING ADDRESS**

1. The principal place of business shall be **174 WEST COMSTOCK AVENUE, SUITE 210, WINTER PARK, FL 32789.**
2. The *mailing address* of this corporation shall be **174 WEST COMSTOCK AVENUE, SUITE 210, WINTER PARK, FL 32789.**

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#### **ARTICLE IV -- SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 with a par value of \$1.00.

#### **ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is JOHN R. GILL, 174 W. COMSTOCK AVENUE, SUITE 210, WINTER PARK, FL 32789.

#### **ARTICLE VI -- DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The names and addresses of the director are:

JOHN R. GILL  
174 WEST COMSTOCK AVENUE  
SUITE 210  
WINTER PARK, FL 32789

DOROTHY M. GILL  
174 WEST COMSTOCK AVENUE  
SUITE 210  
WINTER PARK, FL 32789

JOANNE M. TAYLOR  
23211 MARTER ROAD  
ST. CLAIR SHORES, MI 48080

#### **ARTICLE VII -- INCORPORATORS**

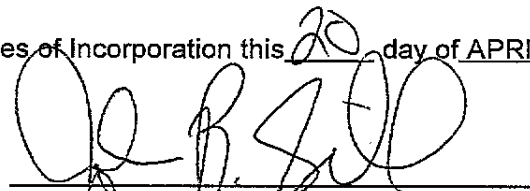
The name and address of the incorporator is:

JOHN R. GILL  
174 WEST COMSTOCK AVENUE  
SUITE 210  
WINTER PARK, FL 32789

#### **ARTICLE VIII -- PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The undersigned have executed these Articles of Incorporation this 20 day of APRIL, 1999.

  
JOHN R. GILL

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

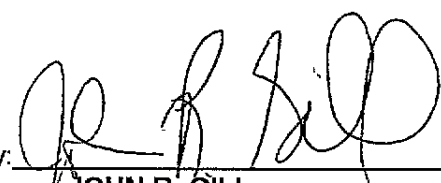
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **CASEY'S KIDS OF FLORIDA, INC.**
2. The name and address of the registered agent and office is:

**JOHN R. GILL  
174 WEST COMSTOCK AVENUE  
SUITE 210  
WINTER PARK, FL 32789**

**HAVING BEEN NAMED AS REGISTERED AGENT 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.**

DATE: APRIL 20, 1999.

By:   
JOHN R. GILL  
Registered Agent

**FILED  
99 APR 23 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**