799000053258 June 10, 1999

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399



Subject: KIDZ WARE INC.

Dear Sir:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50. This amount covers the filing fee, certified copy and Certificate of Status.

Thank you for your prompt attention to this matter.

Sincerely,

J. Rex Pearce

1203 Terrace Street Tallahassee, FL 32303 224-0727

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TALLAHASSEE, FLORIDA



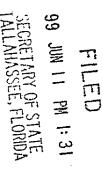


The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be:

KIDZ WARE INC.



ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1580 Crawfordville Highway North Pointe Center Building 3, Unit D Crawfordville, FL 32327

ARTICLE III SHARES

The number of share of stock that this corporation is authorized to have outstanding at any one time is: 10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

TAMMY M. POKA

1605 Kelly Street Tallahassee, FL 32310

Signature/Initial Registered Agent

Date

ARTICLE V INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

J. REX PEARCE

1203 Terrace Street

Tallahassee, FL 32303

Signature/Incorporator

6-10-99

BETTY PEARCE

1203 Terrace Street Tallahassee, FL 32303

Signature/Incorporator

<u>-۱0-۹۹</u> Date

TAMMY M. POKA

1605 Kelly Street

Tallahassee, FL 32310.

Signature/Incorporator

Date

ARTICLE VI OFFICERS

J. REX PEARCE, President BETTY PEARCE, 1st Vice President TAMMY M. POKA, 2nd Vice President

ARTICLE VII EFFECTIVE DATE

The effective date of the corporation shall be: June 10, 1999

Having been named as registered agent and 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.

Signature/Registered Agent

Date

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SECRETARY OF STATE