P990006127

Date: 7-13-99

700002935317--7 -07/19799-51122-008 *****87.50 ******87.50

Secretary Of State Corporate Division P O Box 6327 Taliahassee, FL 32314

Subject: KIDS TIVITY - APLACE JUST LIKE HOME, INC.

Enclosed is an original and one (1) copy of the Articles Of Incorporation and a check in the amount of \$87.50.

Please send all information concerning this corporation to my Accountant:

Barbara Stewart Datatax, Inc. 6331 Stirling Road Davie, Florida 33314 (954) 791-3003

SECRETARY OF STATE

SECRETARY OF STATE ALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION -OF-

KIDS TIVITY - APLACE JUST LIKE HOME, INC.

I. THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles Of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be:

KIDS TIVITY - APLACE JUST LIKE HOME, INC.

ARTICLE II NATURE OF BUSINESS

The coporation may engage in any activity or business permitted under the laws of the United States and of the State Of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) shares of common stock having a par value of ONE (\$4.00) DOLLAR PER SHARE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS/DIRECTORS

The names and street address of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected.

Grace A. Miscione - President

9214 NW 80th Street

Tamarac, Florida 33321

Elizabeth Hipp - Treasure

7714 Balboa Street

Ft. Lauderdale, Florida 33351

Frances Vivano - Vice President

6928 Fleet Street

Forest Hills, New York 11375

Rose Spataro - Secretary

Lauderdale Lakes, Florida 33319

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

9214 NW 80th Street, Tamarac, Florida 33321

ARTICLE VII

The name and street address of the incorporator to these Articles of Incorporation is:

Grace A. Miscione 9214 NW 80th Street Tamarac, Florida 33321

WITNESS WHEREOF, THE undersigned being the incorporator above named, signs and acknowledges these Articles of Incorporation at Davie, Florida, this DATE: 7-13-99

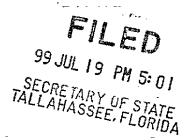
Brace a Miscione (SEAL)
PRESIDENT

SWORN TO AND SUBSCRIBED before me this DATE: 7-13-99.

NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES; March 10, 2002





CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: KIDS TIVITY - APLACE JUST LIKE HOME, INC.

The name and address of the registered agent is:

Barbara D. Stewart 6331 Stirling Road Davie Florida 33314

Having been named to accept services of process for the above stated corporation, as the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATE 7/13/99

(Registered Agent)