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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

THREE KIDS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

F. CHESSER AUG 5 1999

ARTICLES OF INCORPORATION
OF

Three Kids, Inc.

The undersigned incorporation, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Three Kids, Inc.

The principal place of business of this corporation shall be:

1881 Washington Avenue, No 11-11
Miami Beach, FL 33139

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

Luisa Mosquera, President
1881 Washington Avenue, No. 11-11
Miami Beach, FL 33139

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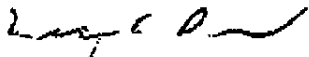
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Mary E. Prados
420 Lincoln Road, Suite 363
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of August 1999.

Signature of Incorporator



8/4/99

CERTIFICATE OF DESIGNATION
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:

Three Kids, Inc.

2. The name and address of the registered agent and office is:

Mary E. Prados
420 Lincoln Road, Suite 363
Miami Beach, FL 33139

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TALLAHASSEE, FLORIDA

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Signature *M. Mosquera*
Title President
Date 8/4/99

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.325, Florida Statutes.

Signature *L. A. [unclear]*
Date 8/4/99