

P99000071774

TRANSMITTAL LETTER

August 4, 1999

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

600002952426--5
-08/06/99-01044-005
*****78.75 *****78.75

SUBJECT: 3 KIDS of Venice, Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
 - \$78.75 Filing Fee & Certificate of Status
 - \$78.75 Filing Fee & Certified Copy
 - \$87.50 Filing Fee, Certified Copy & Certificate of Status
- ADDITIONAL COPY REQUIRED**

FROM: ROBERT L. WILLIAMS, ESQUIRE
Name (Printed or typed)

209 S. NASSAU STREET, SUITE 101
Address

VENICE, FL 34285
City, State & Zip

941/488-8887
Daytime Telephone number

99 AUG -6 AM 9:30
 FILED
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Bob Williams, Esq. GAVE
 AUTHORIZATION BY PHONE TO
 CORRECT Copy Name
 DATE 8/12/99
 DOC. EXAM CB

NOTE: Please provide the original and one copy of the articles.

Handwritten initials and date:
CB
8/12/99
4

FILED
99 AUG -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
3 KIDS OF VENICE, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be 3 KIDS OF VENICE, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 553 Briarwood Road, Venice, Florida 34293.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV

The name and address of the initial registered agent is:

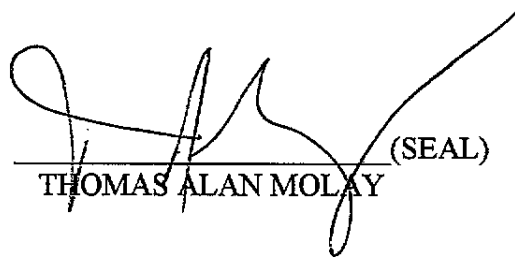
Robert L. Williams
209 S. Nassau Street
Suite 101
Venice, FL 34285

ARTICLE V

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

Thomas Alan Molay
553 Briarwood Road
Venice, FL 34293

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of August, 1999.

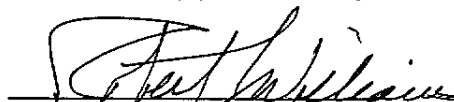


THOMAS ALAN MOLAY (SEAL)

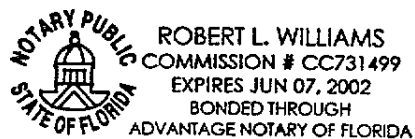
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a duly authorized Notary Public, personally appeared THOMAS ALAN MOLAY, to me known or who produced _____ as identification, to be the person described in as Incorporator and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 1 day of August, 1999.



Notary Public



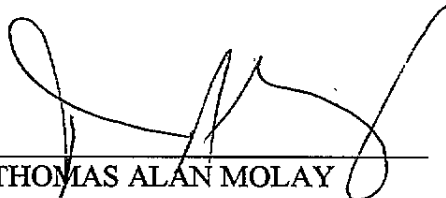
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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.

FILED
99 AUG -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA


1. The name of the corporation is: 3 KIDS OF VENICE, INC.
2. The name and address of the registered agent and office is:

ROBERT L. WILLIAMS
209 S. Nassau Street
Suite 101
Venice, FL 34285



THOMAS ALAN MOLAY
President
August 1, 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.



ROBERT L. WILLIAMS

August 1, 1999