

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

September 27, 1999

SUBJECT: WizKidz, Inc.

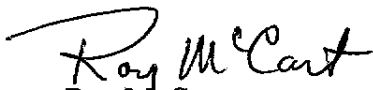
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*****70.00 *****70.00

Dear Sir(s):

Please find enclosed the original and one (1) copy of the signed Articles of Incorporation for *WizKidz, Inc.*, and the original Certificate Designating Registered Agent. Also enclosed is a check for \$70.00.

I would appreciate the earliest possible filing date as reflected in the Articles of Incorporation.

Sincerely,


Ray McCart
526 Von Maxcy Road
Sebring, FL 33872
Phone (941) 382-2935

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
WIZKIDZ, INC.**

The undersigned, acting as incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: *Wizkidz, Inc.* and the address is: *526 Von Maxcy Road, Sebring, Florida, 33872*

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is:

(A) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(B) To conduct business in, or have one or more offices in, and buy hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

(C) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.

(F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, and to perform any act authorized or allowed by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

ARTICLE V

TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation in the State of Florida and the principal place of business address is: **901 US 27 North, Suite 25, Sebring, FL 33870.**

The name and address of the registered agent is:

Ray McCart
526 Von Maxcy Road
Sebring, FL 33872

ARTICLE VII

DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, by amendment to the bylaws, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTOR(S)

The name and mailing address of the members of the first Board of Directors is:

Ray McCart
526 Von Maxcy Road
Sebring, FL 33872

Derek J. Burnham
601 Mac Lane
Sebring, FL 33872

ARTICLE IX

INCORPORATOR

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

Ray McCart
526 Von Maxcy Road
Sebring, FL 33872

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE X

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actual and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XI

BYLAWS OR SHAREHOLDERS AGREEMENT

By shareholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased shareholder, or any shareholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide such bylaw not subject to amendment or repeal by the directors.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

DATE OF INCEPTION

The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27th day of September, 1999.

Ray McCart

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

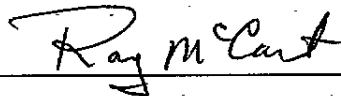
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. Corporation name is: **WizKidz, Inc.**
2. Name and address of the registered agent and office is:

Ray McCart
901 US 27 North Suite 25
Sebring, Florida 33870

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



Ray McCart

Florida Statute 48.091

(1) Every Florida corporation and every foreign corporation now qualified or hereafter qualifying to transact business in this state shall designate a registered agent and registered office in accordance with chapter 607.

(2) Every corporation shall keep the registered office open from 10 a.m. to 12 noon each day except Saturdays, Sundays, and legal holidays, and shall keep one or more registered agents on whom process may be served at the office during these hours. The corporation shall keep a sign posted in the office in some conspicuous place designating the name of the corporation and the name of its registered agent on whom process may be served.