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Law Offices of
Nicholas P. Sardelis, Jr.
Chartered

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November 15, 1999

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****122.50 *****78.75

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Haugabook's Kiddie Klub, Inc.

Dear Sir/Madam:

Herewith I hand to you the original and a duplicate of the Articles of Incorporation of the above-captioned corporation together with my office account check in the amount of \$122.50 for fees in connection with filing, designation of registered agent, and our file copy of recorded articles of incorporation together with charter number.

Thank you for your attention to this matter.

Sincerely,



Nicholas P. Sardelis, Jr.

NPS:paw
Enclosure: Articles of Incorporation

cc: Janell Haugabook

FILED
1999 NOV 19 AM 8 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patty Williams GAVE
AUTHORIZATION BY PHONE TO
CORRECT 11
DATE 11-23-99
DOC. EXAM act

A. Howell NOV 24 1999

**ARTICLES OF INCORPORATION
OF
Haugabook's Kiddie Klub, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**Article 1.
Name**

The name of the corporation is Haugabook's Kiddie Klub, Inc., a Florida Corporation.

**Article 2.
Duration**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department.

**Article 3.
Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**Article 4.
Capital Stock**

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.10 per share.

**Article 5.
Pre-Emptive Rights**

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article 6.
Initial Registered Office and Agent

The principal office street address and the initial registered office of this corporation is: 1563 Fourth Street, Sarasota, FL 34236, and the initial registered agent of this corporation at that address is, Janell Haugabook, who by his signature hereon states that he is hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

Article 7.
Initial Board of Directors

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by laws; however, there shall never be less than one (1) Director nor more than five (5). Voting for Directors shall be under the cumulative vote system. The name and address of the initial Board of Directors of the corporation is:

NAME	ADDRESS
Janell Haugabook	1563 Fourth Street, Sarasota, FL 34236

Article 8.
Incorporator

The name and address of the Incorporator is as follows:

Janell Haugabook, 1563 Fourth Street, Sarasota, FL 34236.

Article 9.
Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

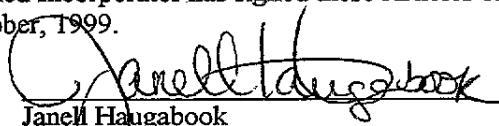
Article 10.
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

Article 11.
Commencement of Corporation Existence

In accordance with Section 607.167, Florida Statutes, the date when corporation existence shall commence is the date subscription and acknowledgement of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 5th day of October, 1999.



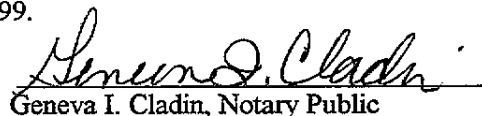
Janell Haugabook
Incorporator & Registered Agent

I hereby accept designation as
Registered Agent.

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Janell Haugabook, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and has produced a Florida Driver License bearing number H 212 432-74-604-0 as proof of identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State of Florida, County of Sarasota, this 5th day of October, 1999.


Geneva I. Cladin, Notary Public



Geneva I Cladin
My Commission CC714676
Expires February 8, 2002