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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is KIDS JUNCTION, INC.

~~(This is a close corporation pursuant to § 7-1.201 of the General Laws, 1956, as amended.)~~ (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 600

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 70 Jefferson Boulevard

(Street Address, not P.O. Box)

Warwick

(City/Town)

, RI

02888

(Zip Code)

and the name of its initial registered agent

at such address is Richard E. Simms

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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CORPORATIONS DIV

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See Addendum attached hereto and incorporated herein.

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
JULIE L. BIANCO	15 Sherwood Lane, Barrington, RI 02806

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon filing

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date:

8-19-09

Julie L. Bianco
JULIE L. BIANCO

Signature of each Incorporator

ADDENDUM TO ARTICLES OF INCORPORATION
OF
KIDS JUNCTION, INC.

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

In the event that any shareholder, or the respective heirs, administrators or executors of any shareholder shall desire to sell the whole or any portion of his or her shares of this corporation, he or she shall, before offering the same for sale to any other party, give notice in writing to the corporation of his desire to sell, and offer said shares to that corporation. Within (20) twenty days from receipt of said written offer, the Board of Directors shall decide whether to accept said offer. If the Board of Directors elects to accept said offer, they shall consummate said purchase within (20) twenty days of their notifying the shareholder of said acceptance. If the Board of Directors elects not to purchase said shares, then it shall notify said shareholder of their rejection within the (20) twenty day time period, and said shareholder shall be free to offer said shares to the public for sale.

The purchase price offered to the corporation for said shares shall be the price offered this shareholder in writing by a bona fide prospective purchaser of said shares.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

