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Date: June 14, 1995

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

Dear Sirs:

Enclosed please find the Articles of Incorporation for A Puppets World, Inc. Please file these as quickly as possible. I have enclosed a check for \$122.50. Please return the second copy to me at the following address:

11160 N.W. 27 Street
Sunrise, FL 33322

Sincerely,

Ellen Weiner

Ellen Weiner

FILED
95 JUN 19 AM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SDG

CERTIFICATE OF INCORPORATION

-of-

A Puppets World, Inc.

FILED
95 JUN 19 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

A Puppets World, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE THOUSAND DOLLARS (\$1000.00).

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal and registered office of the corporation shall be:

11160 N.W. 27th Street
Sunrise, FL 33322

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and addresses of the members of the first Board of Directors of this Corporation are as follows:

Gerald Weiner

11160 N.W. 27th Street
Sunrise, FL 33322

Ellen Weiner

11160 N.W. 27th Street
Sunrise, FL 33322

ARTICLE IX

The names and street addresses of the persons signing these articles of Incorporation as subscriber are as follows:

Gerald Weiner

11160 N.W. 27th Street
Sunrise, FL 33322

Ellen Weiner

11160 N.W. 27th Street
Sunrise, FL 33322

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Gerald Weiner and Ellen Weiner, being competent to contract, has hereunto set their hand and seal this _____ day of _____, 1995.

X Ellen Weiner SEAL

X Gerald Weiner SEAL

STATE OF FLORIDA)

)SS

COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Gerald and Ellen Weiner, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

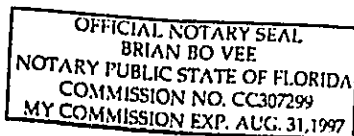
WITNESS my hand and official seal this 15 day of June, 1995.

(NOTARY SEAL)

Notary Public, State of Florida

My Commission Expires: 8/31/97

B. B. B.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That A Puppets World, Inc. desiring to organize under the Laws of the State of Florida with its principal and registered offices as indicated in the Articles of Incorporation, in the city of Sunrise, County of Broward, State of Florida, has named Ellen Weiner as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: *Ellen Weiner*
Resident Agent

95 JUN 19 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED