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TRANSMITTAL LETTER

FILED

01 JUL 23 AM 9:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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*****87.50 *****87.50

SUBJECT: Aquatat Productions, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Steven Nemerson
Name (Printed or typed)

100 Executive Way, Suite 101
Address

Ponte Vedra Beach, FL 32082
City, State & Zip

(904) 273-3199 x438
Daytime Telephone number

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

D. BROWN JUL 26 2001

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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ARTICLE I NAME

The name of the corporation shall be:

Aquatat Productions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

100 Executive Way, Suite 101
Ponte Vedra Beach, FL 32082

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Design and marketing of plush toys and related products

ARTICLE IV SHARES

The number of shares of stock is:

1000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es) and title(s):

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Steven Nemerson
100 Executive Way, Suite 101
Ponte Vedra Beach, FL 32082

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Steven Nemerson
100 Executive Way, Suite 101
Ponte Vedra Beach, FL 32082

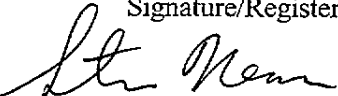
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

7/19/01

Date



Signature/Incorporator

7/19/01

Date