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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 5/9

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

Corporation(s) Name

Niche Marketing Limited, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -9 PM 1:30

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3		

***Special Instructions**

<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> arts/amends/mergers <input type="checkbox"/> Other-See Above		

<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait
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Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY -9 PM 12:23

BK

5/9

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

FILED
CLERK OF SUPERIOR COURT
MAY -9 PM 3:30

1. Niche Marketing Limited, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Ohio

(State or country under the law of which it is incorporated)

3. 34-1830596

(FEI number, if applicable)

4. April 22, 1996

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. PO Box 7069, Ann Arbor, Michigan 48107-7069

(Current mailing address)

8. Retail sales of toys

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Marc A. Gillis

(Registered agent's signature) (Officer)

MARC A. GILLIS, ASST SECY

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED STATE
DEPT. OF CORPORATIONS
MAY -9 PM 1:30

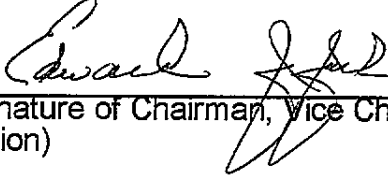
Treasurer: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 9 PM 1:30

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

EDWARD J. JACKSON, ASST TREASURER

(Typed or printed name and capacity of person signing application)

NICHE MARKETING LIMITED, INC.**OFFICERS & DIRECTORS**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -9 PM 1:30

<u>Officers/Directors/Title</u>	<u>Business Address</u>	<u>Residence Address</u>	<u>Soc. Sec. #</u>
Robert F. DiRomualdo Director, Chairman	100 Phoenix Drive Ann Arbor, MI 48108	3123 Override Drive Ann Arbor, MI 48104	182-34-8471
Gregory P. Josefowicz Director, Vice Chairman	100 Phoenix Drive Ann Arbor, MI 48108	902 S. Kent Elmhurst, IL 60126	359-46-7185
George R. Mrkonic Director, Vice Chairman	100 Phoenix Drive Ann Arbor, MI 48108	2558 Kent Ridge Court Bloomfield Hls, MI 48301	497-56-6004
Bruce Quinnell Vice Chairman	100 Phoenix Drive Ann Arbor, MI 48108	1481 Waterway Drive Ann Arbor, MI 48108	226-68-1481
Kathryn L. Winkelhaus President	100 Phoenix Drive Ann Arbor, MI 48108	328 Rolling Meadows Ann Arbor, MI 48103	292-48-0558
Kenneth E. Scheve VP - Finance, Treasurer	100 Phoenix Drive Ann Arbor, MI 48108	4524 Cottonwood Drive Ann Arbor, MI 48108	298-42-7689
James B. Brigham VP - Business Services	100 Phoenix Drive Ann Arbor, MI 48108	44056 Palisades Court Canton, MI 48187	398-50-5395
Edward W. Wilhelm VP - Reporting & Planning	100 Phoenix Drive Ann Arbor, MI 48108	61214 Spring Circle Washington Twp., MI 48108	245-15-1542
Ronald Staffieri Vice President	100 Phoenix Drive Ann Arbor, MI 48108	2110 Shadford Road Ann Arbor, MI 48104	132-40-5271
Lynne A. Leger Vice President	100 Phoenix Drive Ann Arbor, MI 48108	5951 Leland Drive Ann Arbor, MI 48105	168-56-6899
Charles P. Hueston Vice President	100 Phoenix Drive Ann Arbor, MI 48108	4701 Vorhies Ann Arbor, MI 48105	196-46-7152
Thomas D. Carney Secretary	100 Phoenix Drive Ann Arbor, MI 48108	2033 Norway Ann Arbor, MI 48104	368-52-1478
Edward J. Jackson Asst. Treasurer	100 Phoenix Drive Ann Arbor, MI 48108	6358 Cherrytree Court Rochester Hls, MI 48306	073-36-3788
Rajesh Khosia Asst. Treas./Asst. Secretary	7205 Chagrin Road Chagrin Falls, OH 44023	3942 White Oak Trail Orange, OH 44122	271-60-9530
Cynthia Danza Asst. Secretary	100 Phoenix Drive Ann Arbor, MI 48108	715 S. Forest Ave. #208 Ann Arbor, MI 48104	133-44-0406

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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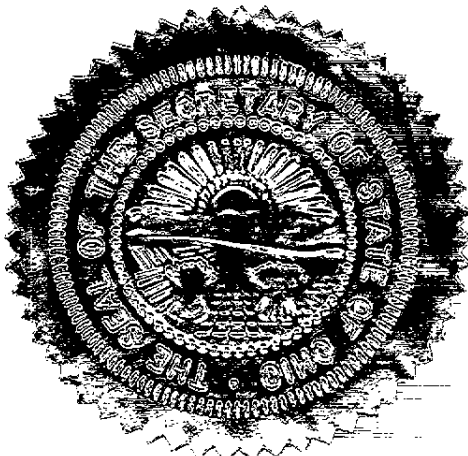
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DIVISION OF CORPORATIONS
00 MAY -9 PM 1:30

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show NICHE MARKETING LIMITED, INC., an Ohio corporation, Charter No. 939116, having its principal location in Chagrin Falls, County of Geauga, was incorporated on April 22nd, 1996 and is currently in GOOD STANDING upon the records of this office.

WITNESS my hand and official seal

at Columbus, Ohio on

April 28, 2000



J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State