

CT CORPORATION

F02066002543

CORPORATION(S) NAME

ZB Company, Inc.

FILED
02 MAY 21 PM 12:27
TALLAHASSEE, FLORIDA
DIVISION OF STATE
CORPORATIONS

- | | | |
|--|---|---|
| <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/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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02 MAY 21 PM 3:21
TALLAHASSEE, FLORIDA
DIVISION OF STATE
CORPORATIONS

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/21/02

(6)

Order#: 5305888

kf

Ref#: _____

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Amount: \$ *****70.00 *****70.00

BK

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned JERRY WELCH, do hereby certify that this Resolution of the Board of Directors of ZB Company, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on 5-14-01.

Resolved, that ZB Company, Inc., organized and existing in the State of Delaware hereby adopts the name ZB Right Start Company for use in Florida.

Dated: 5-15-02

Signature of Director



02 MAY 21 PM 12
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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.

1. ZB Company, 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. Delaware

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

3. 95-4876508

(FEI number, if applicable)

4. 08/14/2001

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2520 Renaissance Boulevard, King of Prussia, PA 19406

(Principal office address)

same

(Current mailing address)

8. Retail sales of Children's toys.

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

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

By: VickiAnn Owens

C T Corporation System

(Registered agent's signature)

VickiAnn Owens
Special Assistant Secretary

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. R. P. Springer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Raymond Springer
(Typed or printed name and capacity of person signing application)

FILED
MAY 21 AM 12:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Application by Foreign Corporation for Authorization to Transact Business in Florida
Attachment for: ZB Company, Inc.

FILED
02 MAY 21 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President/CEO:

Jerry Welch
2520 Renaissance Blvd., King of Prussia, PA 19406

Secretary/CFO:

Raymond P. Springer
2520 Renaissance Blvd., King of Prussia, PA 19406

Vice President/Controller:

Jerry Kollar
2520 Renaissance Blvd., King of Prussia, PA 19406

Delaware

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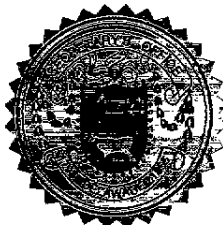
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZB COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
02 MAY 21 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3425409 8300

020279538

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1754851

DATE: 05-02-02