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TALLAHASSEE, FL 32301-2007
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96 AUG 20 PM 2:16

ACCOUNT NO. : 072100000032
DIVISION OF CORPORATION

REFERENCE : 054907 7114352

AUTHORIZATION : Patricia Projects

COST LIMIT : \$ 70.00

ORDER DATE : August 15, 1996

ORDER TIME : 1:27 PM

ORDER NO. : 054907

CUSTOMER NO: 7114352

CUSTOMER: Howard M. Groedel, Esq
Roetzel & Andress
1 Cleveland Ctr., Suite 1650
1375 East 9th Street
Cleveland, OH 44114

FOREIGN FILINGS

NAME: NICHE MARKETING LIMITED, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

7/8/20
56 AUG 20 PM 3:12
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

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 as 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. August 15, 1996

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

7. 8430 Lucerne Drive

Chagrin Falls, OH 44023

(Current mailing address)

8. To own and operate retail toy stores.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

Corporation Service Company

By: Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper, As Agent

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.

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DIVISION OF CORPORATIONS
26 AUG 20 PM 3:12

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

A. DIRECTORS

Chairman: see attached rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

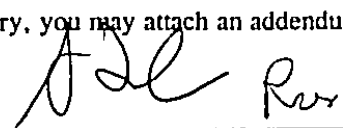
Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS

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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. Stuart Fishman, President
(Typed or printed name and capacity of person signing application)

OFFICERS & DIRECTORS
of
NICHE MARKETING LIMITED, INC.

<u>Name</u>	<u>Title</u>	<u>Address</u>
Stuart Fishman	President Chairman of the Board	8430 Lucerne Drive Chagrin Falls, OH 44023
Donald Gustavson	Secretary Director	55 Carriage Stone Drive Chagrin Falls, OH 44022
R. K. Khousla	Treasurer	8430 Lucerne Drive Chagrin Falls, OH 44023
Boake Sells	Director	3105 Topping Lane Hunting Valley, OH 44022
Paul Dennis	Director	3800 Park East Suite 250 Beachwood, OH 44122
David Weiss	Director	8404 Lucerne Drive Chagrin Falls, OH 44023
Thomas W. Adler	Director	1801 East Ninth Street Suite 1700 Cleveland, OH 44114

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

*I, Bob Taft, 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 and Miscellaneous filings; 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 22, 1996, is currently in **GOOD STANDING** upon the records of this office.*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 AUG 20 PM 3:12



WITNESS my hand and official
seal at Columbus, Ohio this
16th Day of August, A.D., 1996

Bob Taft

Bob Taft
Secretary of State

F960000004262
ALL WOUND UP

35 S. Main Street, 2nd Floor • Chagrin Falls, Ohio 44022
Tel: (216) 247-7400 • Fax: (216) 247-3040

TO: FLORIDA DEPARTMENT OF STATE
FROM: NICHE MARKETING LIMITED INC. dba ALL WOUND UP
REGISTRATION NUMBER G96247900040
DATE: SEPTEMBER 4, 1996

Please send all correspondence to:

NICHE MARKETING LIMITED INC.
dba ALL WOUND UP
35 S. MAIN STREET, 2nd FLOOR
CHAGRIN FALLS, OHIO 44124

If you have any questions, please do not hesitate to call (216) 247-7400 and ask for R. K. Khosla.

Thank you for your assistance in this matter.

mtu
9.11.96