

F98000002586

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SOFT TOYS INC.
(Name of corporation - must include suffix)

100002514951---8
-05/07/98--01034--002
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

KEN R. POWELL
(Name of Person)

SOFT TOYS INC
(Firm/Company)

1120 MARS HILL RD SUITE 103
(Address)

WATKINSVILLE GA 30677
(City/State/Zip)

W 98-9710

Should you need to call someone concerning this matter, please call:

KEN POWELL at (706) 769-7000
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 AM 10:22

mtm
5/7

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 30, 1998

KEN R. POWELL
SOFT TOYS INC
1120 MARS HILL RD, STE 103
WATKINSVILLE, GA 30677

SUBJECT: SOFT TOYS INC
Ref. Number: W98000009710

We have received your document for SOFT TOYS INC . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$70.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 398A00023686

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DIVISION OF CORPORATIONS

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**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. SOFT TOYS 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. GEORGIA 3. 58-2357669
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. OCTOBER 3, 1997 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1, 1988
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1120 MARS HILL RD, SUITE 103
WATKINSVILLE GA 30677
(Current mailing address)

8. AMUSEMENT MACHINE OPERATOR
(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)

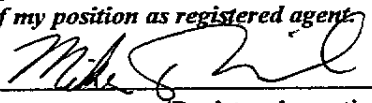
Name: MIKE O'NEIL

Office Address: 3600-D HACIENDA BLVD

DAVIE, Florida, 33314
(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.


(Registered agent's signature)

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
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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: KEN R. POWELL

Address: 165 ARBOR VIEW DR
ATHENS, GA 30305

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: KEN R. POWELL

Address: 165 ARBOR VIEW DR
ATHENS GA 30305

Vice President: _____

Address: _____


Secretary: KEN R. POWELL

Address: SAME

Treasurer: _____

Address: _____

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. KEN R. POWELL, PRESIDENT & SECRETARY
(Typed or printed name and capacity of person signing application)

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980900367
CONTROL NUMBER : 9735651
DATE INC/AUTH/FILED : 10/03/1997
JURISDICTION : GEORGIA
PRINT DATE : 03/31/1998
FORM NUMBER : 211

SOFT TOYS, INC.
1120 MARS HILL RD.
#103
WATKINSVILLE GA 30677

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby
certify under the seal of my office that

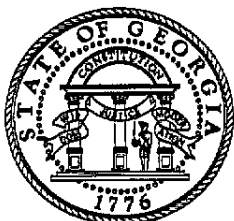
SOFT TOYS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business
in Georgia on the above date. Said entity is in compliance with the applicable
filing and annual registration provisions of Title 14 of the Official Code of
Georgia Annotated and has not filed articles of dissolution, certificate of
cancellation, or any other similar document with the office of the Secretary of
State.

This certificate relates only to the legal existence of the above-named entity as
of the date issued. It does not certify whether or not a notice of intent to
dissolve, an application for withdrawal, a statement of commencement of winding
up, or any other similar document has been filed or is pending with the Secretary
of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia
Annotated and is prima-facie evidence that said entity is in existence or is
authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



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