

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L03000040467
FILED 8:00 AM
October 22, 2003
Sec. Of State

Article I

The name of the Limited Liability Company is:

RAINBOW FACTORY DIRECT, PREMIER PLAY SYSTEMS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

6500 WEST ROGERS CIRCLE
#4000
BOCA RATON, FL. US 33487

The mailing address of the Limited Liability Company is:

6500 WEST ROGERS CIRCLE
#4000
BOCA RATON, FL. US 33487

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL. 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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 Signature: DEBORAH D. SKIPPER

Article V

The name and address of managing members/managers are:

Title: MGRM
WILLIAM WHEELLEN
6500 WEST ROGERS CIRCLE, #4000
BOCA RATON, FL. 33487 US

Title: MGRM
BRIAN SODI
6500 WEST ROGERS CIRCLE, #4000
BOCA RATON, FL. 33487 US

Signature of member or an authorized representative of a member

Signature: WILLIAM WHEELLEN

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