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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF ORGANIZATION

OF

4KIDS OF AMERICA, LLC

The undersigned, for the purpose of forming a single-member Florida limited liability company under the Florida Revised Limited Liability Company Act, F.S. Chapter 605, (the "Act") hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be 4IDS OF AMERICA, LLC ("company"); provided, however, that the member may, to the extent permitted by the Act, change the name of the company at any time or from time to time and cause the company to do business at the same time under one or more fictitious names if the member deems it is in the best interest of the company.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 827 S. State Road 7, North Lauderdale, Florida 33068.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State, Division of Corporations. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Paul R. Alfieri, P.L. located at 5143 NW 42 Terrace, Coconut Creek, Florida 33073.

ARTICLE V - MANAGEMENT

The company shall be managed by its single-member in accordance with regulations adopted by the single-member for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the single-member of the company are

NAME

ADDRESS

4KIDS of South Florida, Inc. a Florida not-for-profit corporation

827 S. State Road 7 North Lauderdale, FL 33068 IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 827 S. State Road 7, North Lauderdale, FL 33068 on the 20th day of February, 2014.

4KIDS of America, LLC

By:

Douglas R. Sauder, President of 4KIDS of South Florida, a Florida notfor-profit corporation

STATE OF FLORIDA

COUNTY OF BROWARD

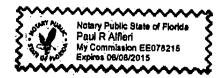
Sworn to and subscribed before me on the 20th day of February, 2014, by Douglas R. Sauder,

President of 4KIDS of South Florida, Inc., the single member of 4KIDS of America, LLC,

who is personally known to me or produced identification. Type of identification produced:

Notary Public - State of Florida

My Commission Expires:





CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 605.0113, **4KIDS of America, LLC**, submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the single-member limited liability company is **4KIDS of America**, **LLC**.
 - 2. The name and street address of the registered agent in Florida are:

Paul R. Alfieri, P.L. 5143 NW 42 Terrace, Coconut Creek, Florida 33073

The undersigned, being the person named in the articles of organization of **4KIDS** of **America**, **LLC**, as the registered agent of this single-member limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated the 20th day of February, 2014.

Registered Agent:

Paul R. Alfieri, P.L.

Dy. ______

2014 FEB 21 PM 3: 42

AFFIDAVIT

THIS INSTRUMENT HEREBY ACKNOWLEDGES that the undersigned, Douglas R. Sauder, President of 4KIDS of America, Inc., a Florida not for profit corporation, ("Affiant"), whose address is 827 S. State Road 7, North Lauderdale, FL 33068, and does hereby swear and affirm that the following is true and accurate, to the best of his knowledge, under penalty of perjury:

- 1. Affiant is the President of 4KIDS of America, Inc., a Florida not for profit corporation; and
- 2. 4KIDS of America, Inc. was formed on December 16, 2013 and filed with the Florida Secretary of State, Division of Corporations; and
- 3. 4KIDA of America, Inc. has not commenced operations and has filed for dissolution with the Florida Secretary of State, Division of Corporations on even date herewith; and
- 4. 4KIDS of America, Inc. voluntarily releases all of its rights in and to the name "4KIDS of America" so that 4KIDS of America, LLC, a Florida single member limited liability company can be formed in the state of Florida using the name "4KIDS of America."

Type of Identification Produced:

FURTHER, the Affiant sayeth not.	
SIGNED to this 20th day of February, 2014	
Douglas R. Sauder, President	
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STATE OF FLORIDA	AH.
COUNTY OF BROWARD	SSE 2
	of February, 2014, by Douglas Sauder, Notary Public - State of Florida
Personally Known or Produced Identi	Print, Type, or Stamp Commissioned Name of Notary Public Commissioned Name of Notary Public State of Florida Paul R Alfleri