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January 19, 1996

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32301

Re: Acme Toy Factory, Inc.

Dear Sir:

RECEIVED
1-19-96

100001695231
-01/22/96--01103--013
***122.50 ***122.50

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fee. The enclosed documents have been federal expressed to your office in order that the corporate existence may commence on the date of subscription and acknowledgment of the Articles of Incorporation.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office by Federal Express in the envelope provided.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,

Charles R. Hall

Mark R. Hall

MRH:smb
Enclosures

cf: Mr. John Thomson

F CHESLER JAN 26 1996

ARTICLES OF INCORPORATION

OF

ACME TOY FACTORY, INC.

FILED
95 JAN 22 PM 11:00
CLERK OF DISTRICT COURT
JAN 22 1996

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, in accordance with the provision of the statutes of said state, providing for the formation, liabilities, rights, privileges, and immunities of corporations not for profit.

Article 1. Name. The name of the Corporation is: ACME TOY FACTORY, INC. 1-19-96

Article 2. Address of principal office. The address of the principal office and the mailing address of the corporation is 116 Canal Street, Suite D, New Smyrna Beach, FL 32168.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

- a. For raising funds for toys for needy children,
- b. Any and all purposes permitted by Chapter 617, Florida Statutes, and other applicable law, and
- c. To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including the power to mortgage and borrow monies.

Article 5. Commencement of Corporate Existence. In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

Article 6. Qualification of Members and Manner of their Admission. Any person of the age of majority, firm, corporation, or other business entity is eligible to become a member of this association in a manner as may be set forth in the Bylaws.

Article 7. Initial Registered Office and Agent. The initial Registered Agent is Mark R. Hall and the street address of the initial Registered Office of the Corporation is 221 North Causeway, New Smyrna Beach, FL 32169.

Article 8. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The method of election of directors and number of directors shall be provided for in the Bylaws. The name and address of each initial Director of the Corporation is as follows:

<u>Director</u>	<u>Director's Address</u>
John Thomson	116 Canal Street, Suite D New Smyrna Beach, FL 32168

Article 9. Incorporator. The name and address of Incorporator is as follows:

<u>Incorporator</u>	<u>Incorporator's Address</u>
John Thomson	116 Canal Street, Suite D New Smyrna Beach, FL 32168

Articles 10. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 11. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 12. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.


IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 19th day of January, 1996.


John Thomson

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared John Thomson to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of January, 1996.


Notary Public

My commission expires:



OFFICIAL SEAL
SUSAN M. BACHELLER
My Commission Expires
Nov. 3, 1996
Comm. No. CC 240323

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ACME TOY FACTORY, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 19TH day of January, 1996.

Mark R. Hall

Mark R. Hall
Registered Agent

FILED
96 JAN 22 PM 11:07
TALLAHASSEE, FLORIDA