

N99000002819

The Tots Foundation, Inc.
2045 NW 1 Place
Boca Raton, FL 33431
(561) 391-5353

May 5, 1999

Bobbie Cox
Corporate Records
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-05/07/99--01026--001
*****78.75 *****78.75

RE: Filing Fee

Dear Ms. Cox:

This check is for the filing fee (\$70.00) for The Tots Foundation and the return of a certified copy (\$8.75). I apologize for not sending the check along with the Articles of Incorporation.

Thank you for your help.

Sincerely,
THE TOTS FOUNDATION



Dale F. Klco, as President

FILED
99 MAY -7 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FL 32304

BC 5/7
W-10321

**ARTICLES OF INCORPORATION OF
THE TOTS FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**

Article 1. Name. The name of the Corporation is: THE TOTS FOUNDATION, INC.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The purpose of the Corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are to solicit signatures and donations for the purpose of requesting the State of Florida to produce a specialty license plate in an effort to generate revenue for the United States Marine Corps Reserve Toys for Tots program.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall incur to the benefit of or be distributed to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

D. To operate exclusively in such manner as will qualify the corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Dale F. Klco, 301 SW 1st St., #D-509, Boca Raton, FL 33432

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99 MAY -7 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kathy S. Klco, 1040 SW 3rd St., Boca Raton, FL 33486

Scott Baringer, 7190 NW 24th St., Sunrise, FL 33313

Article 5. Initial Registered Agent and Office. The initial registered agent is Dale F. Klco, 301 SW 1st St., #D-509, Boca Raton, FL 33432, (business mailing address, 2045 NW 1st Place, Boca Raton, FL 33431).

Article 6. Initial Board of Directors. At the start up of this not-for-profit corporation, all Board of Director positions are vacant. Therefore, all Board of Director positions will be filled in accordance with Article 3. Board of Directors, §10. Vacancies, of the corporation Bylaws. The initial Board of Directors shall have 3 members whose names and addresses are:==

Dale F. Klco, 301 SW 1st St., #D-509, Boca Raton, FL 33432

Kathy S. Klco, 1040 SW 3rd St., Boca Raton, FL 33486

Scott Baringer, 7190 NW 24th St., Sunrise, FL 33313

The number of directors may be raised by amendment of the bylaws but shall in no case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, Treasurer and Secretary. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each; initial Officer of the Corporation is as follows:

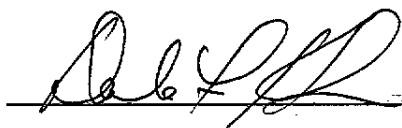
President, Dale F. Klco, 301 SW 1st St., #D-509, Boca Raton, FL 33432.

Treasurer, Kathy S. Klco, 1040 SW 3rd St., Boca Raton, FL 33486

Secretary, Scott Baringer, 7190 NW 24th St., Sunrise, FL 33313

Article 8. Nonstock Basis. The Corporation is organized (and shall be operated) on a Nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but any issue membership certificates if so provided in the bylaws.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation
on this 28 day of April, 1999.

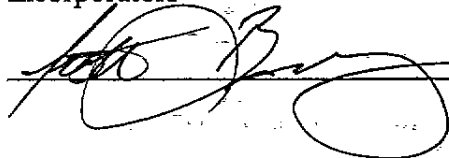


Dale F. Klco, as President



Signatures of
Incorporators

Kathy S. Klco, as Treasurer



Scott Baringer, as Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

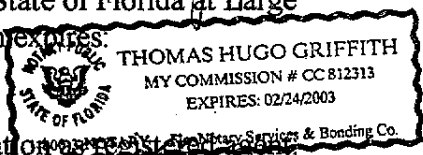
Before me personally appeared Dale F. Klco, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of The Tots Foundation, Inc., and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of April, 1999.



Notary Public, State of Florida at Large

My Commission Expires:
(SEAL)



I accept designation on behalf of State of Florida



Dale F. Klco, as President

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE