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Law Offices of
JOSEPH P. DUDLEY
403 Downing Street
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March 23, 2000

Florida Department of Revenue
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-03/29/00--01030--015
*****78.75 *****78.75

RE: The Toy Barrel, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation (in duplicate) in connection with the above-referenced corporation, together with a check in the amount of \$78.75 for filing fees and certified copies of the same. If you should have any questions, please do not hesitate to contact me.

Sincerely,



Joseph P. Dudley

JPD:smc
Enc.

FILED
00 MAR 29 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

THE TOY BARREL, INC.

FILED
00 MAR 29 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be THE TOY BARREL, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Hundred (100) par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject to Certain Transfer Restrictions Imposed
By This Corporation's Articles Of Incorporation, A Copy Of Which Is On
File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be four (4). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

President/Vice President	SHARON C. BOONE 161 Turnberry Circle New Smyrna Beach, Florida 32132
Secretary/Treasurer	MARGARET MCINNES 695 St. Andrews Circle New Smyrna Beach, FL 32168

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The physical address and the mailing address of this corporation's principal office is:

161 Turnberry Circle
New Smyrna Beach, Florida 32168.

The name and address of the individual who shall serve as this corporation's initial registered agent at that address is: Joseph P. Dudley, Attorney at Law, 403 Downing Street, New Smyrna Beach, Florida 32168.

ARTICLE X. INCORPORATORS

The name and address of the individual who shall serve as this corporation's incorporator are: SHARON C. BOONE, 161 Turnberry Circle, Florida 32168.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


SHARON C. BOONE

I hereby accept my designation as resident agent and agree to serve as the resident agent of THE TOY BARREL, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for THE TOY BARREL, INC.


Joseph P. Dudley, Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

On March 22, 2000, JOSEPH P. DUDLEY, who is personally known and designated above as the individual who shall serve as the corporation's initial registered agent, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of THE TOY BARREL, INC., and who did not take an oath.


NOTARY PUBLIC



Suzanne M. Carder
MY COMMISSION # CC599113 EXPIRES
November 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Commission Expiration Date:

(Seal)

STATE OF FLORIDA
COUNTY OF VOLUSIA

On March 22, 2000, SHARON C. BOONE, who provided personally knows identification, the individual designated above, as the corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of THE TOY BARREL, INC., and who did not take an oath.


NOTARY PUBLIC

Commission Expiration Date:

(Seal)

