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**FLORIDA PROFIT CORPORATION OR P.A.**

**ABC Teddy Bears, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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**ARTICLES OF INCORPORATION**  
**OF**  
**ABC TEDDY BEARS, INC.**

I, Emilie Hannoun, the undersigned natural person, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**Name**

The name of the Corporation is ABC Teddy Bears, Inc.

**ARTICLE II**  
**Principal Office and Mailing Address**

The principal office and mailing address of the of the Corporation is 10248 Canoe Brook Circle, Boca Raton, Florida 33498.

**ARTICLE III**  
**Purposes and Powers**

The purposes for which the Corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

**ARTICLE IV**  
**Capital Stock**

The aggregate number of shares which the Corporation shall have authority to issue is ONE HUNDRED (100) shares, consisting of one class only, designated as "Common Stock," of the par value of ONE AND NO/100 DOLLARS (\$1.00) per share. This amount may be increased in accordance with the ByLaws of the Corporation.

Prepared By:  
Nancy B. Colman, Esquire  
Florida Bar No.: 744859  
Quarles & Brady, LLP  
1900 Glades Road, Suite 280  
Boca Raton, Florida 33431  
(561) 368-5400

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**ARTICLE V****Directors**

The affairs of the Corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

**ARTICLE VI****Right to Purchase Own Shares**

The Corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

**ARTICLE VII****Initial Registered Office and Agent**

The address of the Initial Registered Office of the Corporation is 10248 Canoe Brook Circle, Boca Raton, Florida 33498, and the name of its Initial Registered Agent at such address is Emilie Hannoun.

**ARTICLE VIII****Incorporator**

The name and address of the person executing these Articles of Incorporation, as the Incorporator, is Emilie Hannoun, 10248 Canoe Brook Circle, Boca Raton, Florida 33498.

**ARTICLE IX****Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this 20 day of April, 2000.

  
Emilie Hannoun, Incorporator

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STATE OF FLORIDA  
PALM BEACH COUNTY

SWORN TO AND SUBSCRIBED before me this 20<sup>th</sup> day of April, 2000, by  
EMILIE HANNOUN, who is personally known to me or who has produced  
as identification.



(NOTARY SEAL)

Nancy B. Golman  
Notary Public Signature

Notary Public Printed Name

My Commission Expires:

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE  
FOR  
ABC TEDDY BEARS, INC.**

PURSUANT TO §607.0505, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is **ABC TEDDY BEARS, INC.**

The name of the initial registered agent is Emilie Hannoun, located at 10248 Canoe Brook Circle, Boca Raton, Florida 33498, as its registered agent to accept service of process within the State of Florida.

By: Emilie Hannoun  
Emilie Hannoun, Incorporator

Dated: April 20, 2000

**REGISTERED AGENT ACCEPTANCE**

Having been named as Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby 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 relative to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of the position of Registered Agent.

By: Emilie Hannoun  
Emilie Hannoun  
Registered Agent

Dated: April 20, 2000

Prepared By:  
Nancy B. Colman, Esquire  
Florida Bar No.: 744859  
Quarles & Brady, LLP  
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