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May 18, 2000

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: BOSCO TOYS, INC., a Florida corporation

Dear Sir:

I enclose for filing with your office the Articles of Incorporation for the above new Florida corporation, the name for which should prove acceptable. Also enclosed is a copy of the Articles for your use in returning to this office a certified copy of same.

A check for \$122.50 is enclosed to cover the cost of this filing.

Your cooperation and assistance are most appreciated. Please do not hesitate to contact this office if you have any questions regarding this enclosure.

Yours truly,

Terrance A. Jones

TAJ/bm
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 22 AM 10:11

FILED

R. GIBSON

MAY 31 2000

**ARTICLES OF INCORPORATION
OF
BOSCO TOYS, INC.**

FILED
00 MAY 22 AM 10:11
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is BOSCO TOYS, INC.

ARTICLE II - TERMS OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of the making and marketing of children's toys, and other lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock for the par value of \$1.00 per share. The sum of \$7,500.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes, and the corporation is not authorized to issue shares in series.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is located in Clay County, Florida, and the address is 5155 St. Ambrose Church Road, Elkton, FL

32033. The name of the initial registered agent is Terrance A. Jones, whose address is 769 Blanding Boulevard, Orange Park, FL 32065.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) member who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the person who shall serve as Director until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David P. Fisk	5155 St. Ambrose Church Road Elkton, FL 32033
Chris Edel Fisk	5155 St. Ambrose Church Road Elkton, FL 32033

ARTICLE VIII - INCORPORATORS

The name and address of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David P. Fisk	5155 St. Ambrose Church Road Elkton, FL 32033
Chris Edel Fisk	5155 St. Ambrose Church Road Elkton, FL 32033

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a three-fourths (3/4) vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the

Board of Directors, such shares of stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI - CUMULATIVE VOTING

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate her vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Florida, on this 18th day of May, 2000.

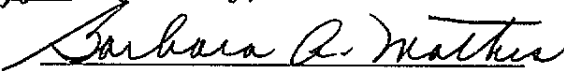

David P. Fisk

STATE OF FLORIDA
COUNTY OF CLAY


Chris Edel Fisk

Before me, the undersigned authority, personally appeared DAVID P. FISK and CHRIS EDEL FISK, who are personally known to me, or who produced as identification, n/a, known to me to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, County and state aforesaid, this 18th day of May, 2000.

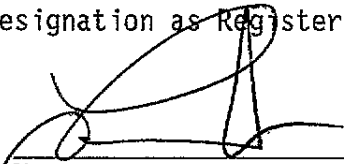

Notary Public
My Commission Expires:



Barbara A. Mathis
MY COMMISSION # CC601929 EXPIRES
December 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent for
BOSCO TOYS, INC.



Terrance A. Jones

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA