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October 5, 2000

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*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of **TIGER POINT TOYS, INC.** Please file these Articles in your office and provide us with a certified copy of the Articles. This firm's check for \$78.75 is enclosed for the required filing fee.

Thank you for your assistance.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE

John B. Trawick

JBT/cpm
Enclosure

FILED
00 OCT 11 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CD 10-12

**ARTICLES OF INCORPORATION
OF
TIGER POINT TOYS, INC.**

FILED
00 OCT 11 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be Tiger Point Toys, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one hundred fifty thousand (150,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be: 506 Kennilworth Avenue, Gulf Breeze, Florida 32561.

The Board of Directors may change the address from time to time to any other address in the State of Florida.

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

John B. Trawick
Shell, Fleming, Davis & Menge
9th Floor Seville Tower
226 Palafox Place
Pensacola, FL 32501

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have three (3) director(s) initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTOR(S)

The names of the initial director(s) of this corporation and his/their street address(es) is/are:

Jon W. Nagel, 506 Kennilworth Ave., Gulf Breeze, FL 32561
Verne L. Rhodes, 3731 Tiger Point Blvd., Gulf Breeze, FL 32561
A. Glenn Bolton, Jr., 330 Ft. Pickens Rd., Apt. 8C, Pensacola Beach, FL 32561

The person(s) named as initial director(s) shall hold office for the first year of existence of this corporation or until his/their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. INCORPORATOR

The name and street address of the Incorporator of this corporation is:

Jon W. Nagel
506 Kennilworth Ave.
Gulf Breeze, FL 32561

ARTICLE XII. AMENDMENT

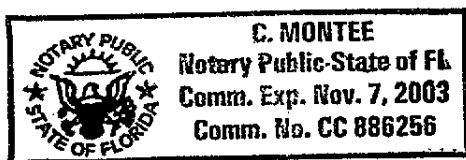
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 5 day of October, 2000.


Jon W. Nagel - INCORPORATOR

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public, personally appeared Jon W. Nagel, who is personally known to me to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he/she subscribed to these Articles of Incorporation on the 5 day of October, 2000.

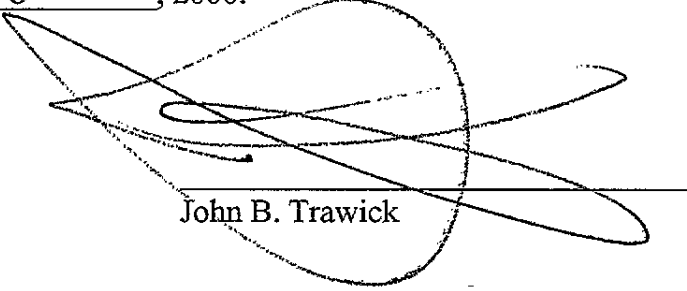



Typed Name: _____
Notary Public
My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Tiger Point Toys, Inc. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 41 of October, 2000.


John B. Trawick

FILED
00 OCT 11 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA