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LAW OFFICES

Sheldon R. Rosenthal

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AREA CODE 305

November 08, 2000

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****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Dept. of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of: 4 KIDS INC., a Florida corporation.

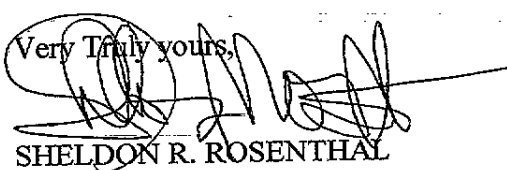
Gentlemen,

In connection with the above captioned matter, I am enclosing fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to my office, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very Truly yours,


SHELDON R. ROSENTHAL

SRR/vh

Enc.

cc: Eddie Cohen

Secretary of State Filing Articles of Incorporation 4 Kids.wps

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 13 PM 4:20

FILED

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ARTICLES OF INCORPORATION
of
4 KIDS INC.

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00 NOV 13 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

4 KIDS INC., a Florida corporation

ARTICLE II - PURPOSE

A. To carry on and engage in the purchase and sale of all types of children's wearing apparel, clothing, shoes, accessories and to perform all other business which may be necessary or related thereto.

B. To carry on and engage in any other business activity that may be permitted under the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:
SIXTY (60) Shares of Common Stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include, but not be limited to those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

2098 NW 20 Street, Miami, Florida 33142
Store #7

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be EDDIE COHEN, and the Registered Office shall be located at: 2098 NW 20 Street, Miami, Florida 33142, Store #7, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
EDDIE COHEN	President	2098 NW 20 Street Miami, Florida 33142 Store #7
DAVID COHEN	Vice President	2098 NW 20 Street Miami, Florida 33142 Store #7
JEFFREY COHEN	Secretary/Treasurer	2098 NW 20 Street Miami, Florida 33142 Store #7

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of at least three (3) persons, but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDDIE COHEN	2098 NW 20 Street Miami, Fl. 33142 Store #7
DAVID COHEN	2098 NW 20 Street Miami, Fl. 33142 Store #7
JEFFREY COHEN	2098 NW 20 Street Miami, Fl. 33142 Store #7

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
EDDIE COHEN	2098 NW 20 Street Miami, Fl. 33147 Store #7	-20-	\$200.00
DAVID COHEN	2098 NW 20 Street Miami, Fl. 33147 Store #7	-20-	\$200.00
JEFFREY COHEN	2098 NW 20 Street Miami, Fl. 33147 Store #7	-20-	\$200.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, WE have hereunto set our hands and seals at Miami,
Miami-Dade County, Florida, this 9 day of Nov, 2000.


EDDIE COHEN

(Seal)


DAVID COHEN

(Seal)

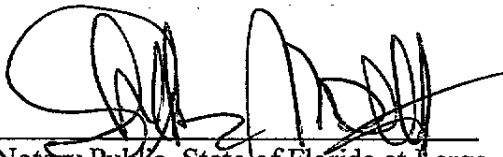

JEFFREY COHEN

(Seal)

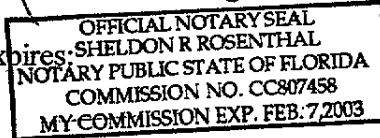
STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

FILED
NOV 13 PM 4:23
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 8 day of NOV, 2000 by EDDIE COHEN, DAVID COHEN AND JEFFREY COHEN, personally known to me or who produced _____ as identification and who did (did not) take an oath.



Notary Public, State of Florida at Large

My Commission Expires _____

OFFICIAL NOTARY SEAL
SHELDON R ROSENTHAL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC807458
MY COMMISSION EXP. FEB. 7, 2003

CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of 4 KIDS INC., a Florida Corporation, and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at:

2098 NW 20 Street, Miami, Florida 33142



EDDIE COHEN, REGISTERED AGENT