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Playtime Doll Fashions, Inc.
8908 Lely Island Circle
Naples, Florida 34113

FILED

00 DEC - 7 AM 11: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 1, 2000

Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, Florida 32302-1500

Subject: Playtime Doll Fashions, Inc.

Enclosed please find an original Articles of Incorporation for the above corporation and check in the amount of \$122.50.

Sincerely,

Virginia Lee Peterson
Virginia Lee Peterson

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****122.50 *****78.75

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ARTICLES OF INCORPORATION

OF

PLAYTIME DOLL FASHIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I

The name of this corporation shall be: Playtime Doll Fashions, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
8908 Lely Island Circle, Naples, FL 34113

ARTICLE IV

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500), having a par value of \$1.00 per share.

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.

ARTICLE V


The name and address of the initial Registered Agent is: Virginia Lee Peterson,
8908 Lely Island Circle, Naples, FL 34113

ARTICLE VI

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time pursuant to the by-laws of the corporation. The name and address of the initial Board of Directors of this corporation is: Virginia Lee Peterson, 8908 Lely Island Circle, Naples, FL 34113

ARTICLE VII


The name and street address of the Incorporator to these Articles of Incorporation is: Virginia Lee Peterson, 8908 Lely Island Circle, Naples, FL 34113
The undersigned has executed these Articles of Incorporation this first day of November 2000.

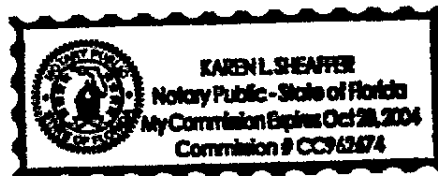

Virginia Lee Peterson, Incorporator

State of Florida
County of Collier

I hereby certify that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Virginia Lee Peterson, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and seal in the County and State last aforesaid this the first day of November 2000.


Notary Public
My Commission Expires:



Personally Known

CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE

00 DEC -7 AM 11: 07

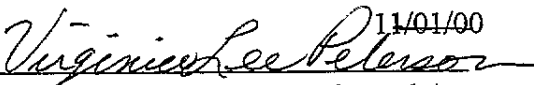
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

1. The name of the Corporation is: Playtime Doll Fashions, Inc.
2. The name and address of the Registered Agent and Office is: Virginia Lee Peterson, 8908 Lely Island Circle, Naples, FL 34113

 11/01/00
Virginia Lee Peterson, Registered Agent

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

 11/01/00
Virginia Lee Peterson, Registered Agent