

Edward R. Bryant, Jr.
Attorney at Law

Floresta Building, Penthouse II
700 Eleventh Street South
Naples, Florida 34102
Telephone (941) 643-4888
Fax (941) 643-4458

PO1000000210

December 21, 2000

State of Florida
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32399

200003511962--5
-12/22/00--01085--009
*****70.00 *****70.00

Re: TLC'S BREYER COLLECTIBLES, INC.

Gentlemen:

I would appreciate if you could file the referenced Articles of Incorporation at your very earliest opportunity. It is imperative that they be filed before the first of the year.

Thank you for your cooperation.

Respectfully,



Edward R. Bryant, Jr.
rca

Enclosures: Original and a copy of Articles of Incorporation
Check No. 6294 in the amount of \$70.00

FILED
00 DEC 22 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JAN 02 2001
41

ARTICLES OF INCORPORATION
OF
TLC'S BREYER COLLECTIBLES, INC.

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of this corporation is TLC'S BREYER COLLECTIBLES, INC.

ARTICLE II - EXISTENCE

The existence of the corporation shall begin on the filing of these Articles of Incorporation.

ARTICLE III - ADDRESS OF CORPORATE OFFICE

The street address of the principal office of the corporation is 700 Eleventh Street South, Penthouse II, Naples, Florida 34102.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 7,500, par value \$1 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, 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 at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial street address of the corporation's registered office is 700 Eleventh Street South, Penthouse II, Naples, Florida. The initial registered agent for the corporation at that address is Edward R. Bryant, Jr.

ARTICLE VII - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these Articles of Incorporation is/are:

Name	Address
Edward R. Bryant, Jr.	700 Eleventh Street South, Penthouse II Naples, Florida 34102

FILED
DEC 22 PM 1:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall initially have one (1) director. The number of directors may from time to time be either increased or decreased by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Name	Address
Sherry Elizabeth Kirkpatrick	502 Schneider Drive Fort Walton Beach, Florida 32547

ARTICLE IX - NO REMOVAL OF DIRECTORS

The shareholders shall not be entitled to remove any director from office without cause during his term.

ARTICLE X - INDEMNIFICATION

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

The undersigned has executed these Articles of Incorporation, on this 21st day of December, 2000.

Rachel C. Adams
Witness Signature

Rachel C. Adams
Printed Name

Teresa Adams
Witness Signature

TERESA ADAMS
Printed Name

Edward R. Bryant, Jr.
Edward R. Bryant, Jr.

Edward R. Bryant, Jr.
Printed Name

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the corporation is TLC'S BREYER COLLECTIBLES, INC.

The name and address of the registered agent and office is:

Edward R. Bryant, Jr.
700 Eleventh Street South, Penthouse II
Naples, Florida 34102

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

Date: 12/21/00



FILED
00 DEC 22 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA