

PO10000034866



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 097353 7265739

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2001 APR -5 PM 2:14

FILED

ORDER DATE : March 29, 2001

ORDER TIME : 9:38 AM

ORDER NO. : 097353-001

CUSTOMER NO: 7265739

100003960621--4

CUSTOMER: Ms. Philipa T. Mckay-smith
Ms. Philipa T. Mckay-smith

132 Baldwin Blvd.

Greenacres, FL 33463

DOMESTIC FILING

NAME: HUGGIE BEARS, INC.

EFFECTIVE DATE: .

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

ga
4/5/01

DIVISION OF CORPORATION

01 APR -5 AM 11:23

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

HUGGIE BEARS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HUGGIE BEARS, INC.

The address of the principal office of this corporation shall be 4350 Tellin Avenue , West Palm Beach, Florida 33406, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Philipa McKay-Smith Dir.	132 Baldwin Boulevard Greenacres, Florida 33463
Patsy Holbert Dir.	132 Baldwin Boulevard Greenacres, Florida 33463
Leon Watson Dir.	132 Baldwin Boulevard Greenacres, Florida 33463

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ARTICLE VII. INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name and street address of the incorporator of
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

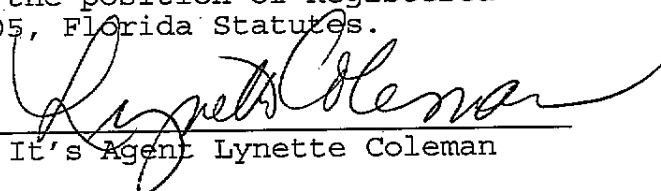
The undersigned incorporator has executed these
Articles of Incorporation on April 5, 2001.


It's Agent Lynette Coleman

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: _____


It's Agent Lynette Coleman

scm