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Joseph A. Murphy, III

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August 13, 2001

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-08/15/01--01054--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

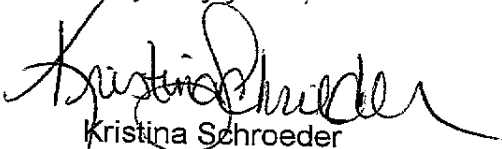
**Re: Incorporation  
Flat Stanley and Friends, Inc.**

Dear Sir/Ms:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for Flat Stanley and Friends, Inc. We have also enclosed the filing fee of \$87.50.

After filing please return a conformed copy to our office. Thank you in advance for your consideration in this matter.

Very truly yours,



Kristina Schroeder  
Legal Assistant to  
Joseph A. Murphy, III

JAM/ks  
Enclosure (3)

FILED  
01 AUG 15 AM 7:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

**OF**

### **FLAT STANLEY and FRIENDS, INC.**

The undersigned, acting as incorporator for the purposes of forming a corporate business under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

#### **ARTICLE ONE**

The name of the corporation is **FLAT STANLEY and FRIENDS, INC.**

#### **ARTICLE TWO**

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's initial registered office is:

140 Flamingo Avenue  
Stuart, FL 34996

#### **ARTICLE THREE**

The name of the registered agent at the above address is:

Sherri L. Shipley  
140 Flamingo Avenue  
Stuart, FL 34996

#### **ARTICLE FOUR**

The corporation is authorized to issue 500 shares of common stock at \$1.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

#### **ARTICLE FIVE**

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

#### **ARTICLE SIX**

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

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#### **ARTICLE SEVEN**

The general nature of the business is the development, marketing and sales of travel games.

#### **ARTICLE EIGHT**

The corporation shall initially have three directors, which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be more than three. The initial directors shall be:

Sherri L. Shipley  
140 Flamingo Avenue  
Stuart, FL 34996

Shaun McCraghan  
2426 SE Stonecrop Street  
Port St. Lucie, FL 34984

Dan McGrane  
400 NW Alice Avenue  
Stuart, FL 34994

#### **ARTICLE NINE**

The name and address of the individual who is the incorporator:

Sherri L. Shipley  
140 Flamingo Avenue  
Stuart, FL 34996

#### **ARTICLE TEN**

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	Sherri L. Shipley
Vice-President	Shaun McCraghan
Secretary	Dan McGrane
Treasurer	Dan McGrane

#### **ARTICLE ELEVEN**

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefore is as follows:

SUBSCRIBER	ADDRESS	SHARES	CONSIDERATION
Sherri L. Shipley	140 Flamingo Avenue Stuart, FL 34996	67	\$67.00
Shaun McCraghan	2426 SE Stonecrop 33 Street Port St. Lucie, FL 34984		\$33.00

### ARTICLE TWELVE

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

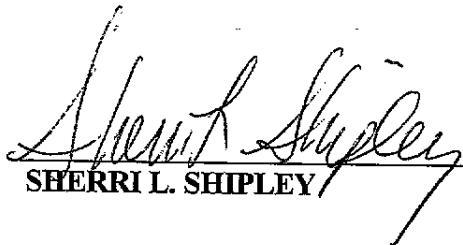
### ARTICLE THIRTEEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

### ARTICLE FOURTEEN

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12 day of July 2001.

  
 \_\_\_\_\_  
 SHERRI L. SHIPLEY

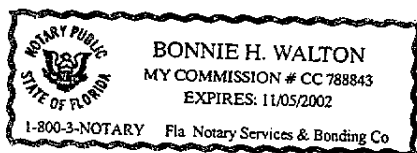
STATE OF FLORIDA  
 COUNTY OF MARTIN

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **SHERRI L. SHIPLEY** personally known to me to be the person who executed the foregoing Articles of Incorporation and who identified herself by Florida Drivers License # FL DR LIC # S140-792-61-691-0, she acknowledged before me that she executed these Articles of Incorporation, and that they are true and correct.

**SWORN** to and subscribed before me on this 15<sup>TH</sup> day of July 2001.

Bonnie H. Walton  
Notary Public  
State of Florida at Large

My commission expires:



**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That **ELAT STANLEY and FRIENDS, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Stuart, County of Martin, State of Florida has named **SHERRI L. SHIPLEY, 140 FLAMINGO AVENUE, STUART, FLORIDA 34996** being in the County of Martin, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT;**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: \_\_\_\_\_

**SHERRI L. SHIPLEY**  
**Registered Agent**

Date: \_\_\_\_\_

6/18/01

**FILED**  
01 AUG 15 AM 7:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA