

**Electronic Articles of Incorporation
For**

P02000106616
FILED
October 03, 2002
Sec. Of State

CREATE-A-BEAR INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CREATE-A-BEAR INC.

Article II

The principal place of business address:

7217 TWIN LAKES LANE
PENSACOLA, FL. 32504

The mailing address of the corporation is:

7217 TWIN LAKES LANE
PENSACOLA, FL. 32504

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

2

Article V

The name and Florida street address of the registered agent is:

PETER B KEIEK
7217 TWIN LAKES LANE
PENSACOLA, FL. 32504

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: PETER B. KEIEK

Article VI

The name and address of the incorporator is:

PETER B. KEIEK
7217 TWIN LAKES LANE
PENSACOLA, FL
32504

Incorporator Signature: PETER B.KEIEK

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
PETER B KEIEK
7217 TWIN LAKES LANE
PENSACOLA, FL. 32504

Title: VP
MCNESBY R HARRY
7217 TWIN LAKES LANE
PENSACOLA, FL. 32504

Title: S/TR
ANN C KEIEK
7217 TWIN LAKES LANE
PENSACOLA, FL. 32504

Article VIII

The effective date for this corporation shall be:

10/03/2002