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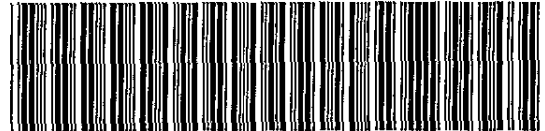
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**DAMRON'S ACCOUNTING SERVICE
15205 SE 105TH AVE.
SUMMERFIELD, FL. 34491
PHONE: 352-288-0436**

Fax #352-288-0436

August 20, 2003

**Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32301**

Dear Sir:

**Enclosed are two (2) copies of the Articles of Incorporation for
Our Fun Factory, Inc. and the appointment of a registered agent for
Filing purposes.**

**Also Enclosed is a check for \$78.75 to cover charter tax, filing fees, and cost of a
certified copy of the articles. Please send a certified copy to me.**

Thanking you in advance for your prompt attention to this matter.

Sincerely,



**Sandra Damron
Accountant**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

OUR FUN FACTORY, INC.

The principal office: 2441 SW 27th Ave
Ocala, Florida 34474

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to manufacture, Purchase, or otherwise acquire, to own mortgage, pledge, sell, assign, transfer or Otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, Merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trusts, insurance, surety association, fraternal benefit society, state fair or exposition.

In addition, the Corporation shall have power:

(1) to conduct business in, have one or more offices in, and but hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy-rights, trademarks and licenses in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property, or instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have Outstanding at any time is 1000 shares of common stock at no par value.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

ARTICLE V

DURATION

This Corporation shall have perpetual existence commencing on **OCTOBER 1, 2003**

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is **2441 SW 27TH AVE. OCALA, FLORIDA 34474**

The Corporation has designated as its registered agent, **Jo Ann Engel.**

ARTICLE VII

DIRECTORS

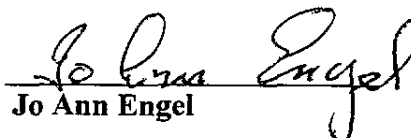
This Corporation shall have 1 director initially; the number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than (1). The names and addresses of the initial Directors of this Corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Jo Ann Engel | 2460 SW 141 st Terr. Ocala, Florida 34481-5107 |

ARTICLE VIII
INCORPORATOR


The name and address of the person signing these Articles is **Jo Ann Engel**
2460 SW 141st Terr. Ocala, Florida 34481-5107

IN WITNESS WHEREOF, the undersigned incorporator has executed these **Articles of Incorporation** this 18 day of August, 2003.


Jo Ann Engel

STATE OF FLORIDA
COUNTY OF MARION

The foregoing **Articles of Incorporation** were acknowledged before me this
18 day of August, 2003 by **Jo Ann Engel** who is personally known to me and
didn't take an oath.


Notary Public
State of Florida

My Commission Expires: _____



Alma M. Dollar
MY COMMISSION # CC955783 EXPIRES
August 25, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

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

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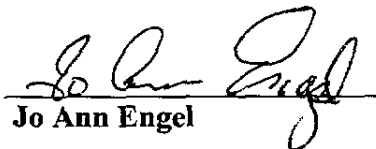
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First – That **OUR FUN FACTORY, INC.** desire to organize Under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at **OCALA**, County of **MARION**, State of Florida and has named **JO ANN ENGEL** located at 2460 SW 141st Terr Ocala, County of Marion, State of Florida, as its agent to accept service or process within this state.

ACKNOWLEDGEMENT:

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.


Jo Ann Engel

STATE OF FLORIDA
COUNTY OF MARION

Before me, the undersigned authority, personally appeared **JO ANN ENGEL** to me well known to be the person who executed the foregoing **Articles of Incorporation** and acknowledged before me, and who is personally known to me and didn't take an oath and according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18 day of August, 2003.


Notary Public, State of Florida

My Commission Expires: _____



Alma M. Doller
MY COMMISSION # CC955783 EXPIRES
August 25, 2004
BONDED THRU TROY FAY INSURANCE, INC.