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(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

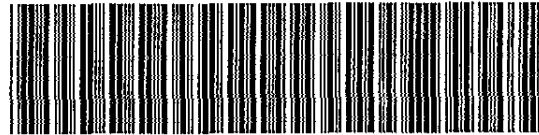
(Business Entity Name)

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2004 FEB/0 P 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Enchanted Forest Book<sup>+</sup>  
Toy Company

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION OF  
THE ENCHANTED FOREST  
BOOK & TOY COMPANY**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2004 FEB 10 P 1:25

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The undersigned, acting as incorporator and being a natural person competent to contract, and for the purpose of forming a profit corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the Corporation shall be:

**THE ENCHANTED FOREST BOOK & TOY COMPANY**

**ARTICLE TWO**

The Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence corporate existence upon the filing of these Articles by the Department of State.

**ARTICLE THREE**

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida. The Corporation shall have the power to do all things subsidiary, ancillary, necessary, or convenient for carrying out and into effect the purposes and objects of the corporation,

and in respect thereto, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States, including but not limited to the following:

a. To purchase or otherwise acquire letters patents, copyrights, trademarks, concessions, licenses, inventions rights, franchises, and privileges, subject to royalty or otherwise and whether exclusive, non-exclusive or limited, or any part interest in any of the above-enumerated rights whether in the United States or in any other part of the world; to sell, let or grant any of said rights, belonging to the corporation, or which it may let or grant any of said rights belonging to the corporation, or which it may acquire, or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyrights or trademarks, any concessions, monopolies, franchises, or other right or privileges either in the United States or in any other part of the world.

b. To manufacture, fabricate, process, deal in, install, store, handle, transport, export, import or otherwise handle any and all goods, materials, appurtenances and processes useful in, necessary for, or convenient in the conducting of the business of the corporation, or of any subsidiary agency or client thereof.

c. To buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or

personal; to buy and sell mortgages, trust deeds, and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the corporation, from time to time for any of the operations without restriction of limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state district, territory, colony or foreign country; and to act as agent or broker for any other person, firm or corporation in doing any and all acts described herein.

d. To purchase equities, mortgages, installment sales contracts, notes, drafts, acceptances and commercial paper of every kind and description, including accounts receivable, of other persons, firms or corporations; to hold, collect and otherwise use the same for the benefit of the corporation; and to sell or otherwise dispose of the same.

e. To operate, conduct and carry on other businesses which may be purchased or otherwise acquired by the corporation, or to lease or rent the same to any other person, firm or corporation, during such period of time as the corporation may own such business or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the corporation.

f. To purchase, subscribe for, hold, pledge, transfer, sell or otherwise dispose of or deal in shares of capital stock of corporations, including this corporation, bonds,

debentures, notes, or other securities or evidences of indebtedness or any private or public corporation, to do any other act or thing permitted by law for the preservation, protection, improvements, or enhancement of the value of such shares of stock, bonds, debentures, notes or other securities or evidences of indebtedness including the right to vote thereon, and respecting any of the enumerated times to exercise any and all rights and privileges of ownership thereof

g. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling or otherwise disposing of such investments, or any part thereof, or interest therein.

h. To engage in the brokerage business, on behalf of itself or others, including but not limited to the business and professions of real estate, securities, insurance and mortgage and to do any and all business which may be delegated to agents or brokers by principals and to conduct and operate general agency and brokerage business of every kind and description.

i. To do all things which are lawful under the Laws of the State of Florida, which are necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or attainment of any or all of the objects of the corporation or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation either as holder of or interested in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

j. For the accomplishment of any object on or about its business or affairs, to

incur debts without limit, and to raise, borrow and secure the payment of money in any lawful manner.

k. The powers specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another; although it be of like nature not expressed.

#### **ARTICLE FOUR**

The Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Stock." Such shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

#### **ARTICLE FIVE**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE SIX**

The street address of the initial principal office of this corporation is 2952 Northfield Drive, Tarpon Springs, Florida 34688, and the name of the initial registered agent of this corporation is Robert J. Shuttera, whose post office address and mailing address is 13555 Automobile Boulevard, Suite 540, Clearwater, Florida 33762.

## **ARTICLE SEVEN**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
Lisa Carroll Shuttera	2952 Northfield Drive Tarpon Springs, Florida 34688
Robert John Shuttera	2952 Northfield Drive Tarpon Springs, Florida 34688

## **ARTICLE EIGHT**

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified are:

<u>NAME and OFFICE</u>	<u>STREET ADDRESS</u>
Lisa Carroll Shuttera - President	2952 Northfield Drive Tarpon Springs, Florida 34688
Robert John Shuttera - Secretary	2952 Northfield Drive Tarpon Springs, Florida 34688

#### ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE TEN

The directors of the Corporation may take action by written consent as provided by law.

#### ARTICLE ELEVEN

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

#### ARTICLE TWELVE

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE THIRTEEN**

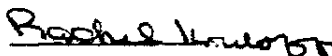
The name of the person signing these Articles of Incorporation as incorporator is  
Lisa Carroll Shuttera, 2952 Northfield Drive, Tarpon Springs, Florida 34688.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation on the 3rd day of February 2004.

  
\_\_\_\_\_  
Lisa Carroll Shuttera

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3 day of February  
2004 by Lisa Carroll Shuttera who is personally known to me ✓ or who has  
produced \_\_\_\_\_ as identification and who did/did not  
\_\_\_\_\_ take an oath.

  
NOTARY PUBLIC, State of Florida



Rachel Kreloff  
MY COMMISSION # DD227543 EXPIRES  
June 29, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

\_\_\_\_\_  
Print Name

My Commission Expires:

**AFFIDAVIT OF REGISTERED AGENT**

STATE OF FLORIDA       )  
                                  ;  
COUNTY OF PINELLAS    )

BEFORE ME, the undersigned authority, personally appeared ROBERT J. SHUTTERA, after first being duly sworn by me, deposes and states as follows:

1. I am over the age of 18 and competent to testify.
2. I have personal knowledge of the facts contained in this affidavit.
3. I understand and acknowledge that I have been chosen to serve as the Registered Agent for The Enchanted Forest Book & Toy Company
4. I am familiar with and understand the duties and responsibilities of a Registered Agent and hereby agree to accept same on behalf of The Enchanted Forest Book & Toy Company

**FURTHER AFFIANT SAITH NAUGHT**

  
Robert J. Shuttera

"Under penalty of perjury I declare that I have read the foregoing affidavit and that the facts stated are true to the best of my knowledge."

SWORN TO AND SUBSCRIBED before me by Robert J. Shuttera on this 7 day of February 2004 and who:

- ☒ is personally known to me; or  
☐ has produced \_\_\_\_\_ as identification; and  
☐ did or  
☐ did not

take an oath and who executed the within Affidavit, and who acknowledged the within Affidavit to be freely and voluntarily executed for the purposes therein recited.

NOTARY PUBLIC

Sign: Rachel Kreloff  
Print: \_\_\_\_\_  
State of Florida  
County of Pinellas  
My Commission Expires: \_\_\_\_\_



Rachel Kreloff  
MY COMMISSION # D0227543 EXPIRES  
June 29, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
2004 FEB 10 10:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA