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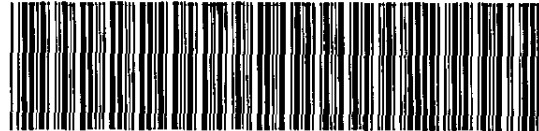
(Business Entity Name)

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J. Shivers JUN 10 2005

June 5, 2005

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

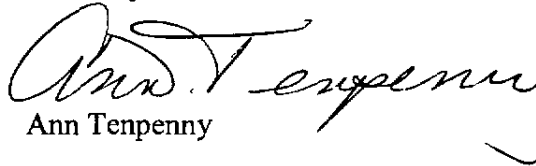
Subject: Incorporation Papers for CharlieRed, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and certificate of status.

If you have any questions, please do not hesitate to contact me.

Ann L. Tenpenny
1911 N.E. 8th Court, Suite 127
Ft. Lauderdale, Florida 33304
(954) 471-4109

Sincerely,


Ann Tenpenny

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I

The name of the corporation shall be CharlieRed, Incorporated.

Article II

The principal place of business and mailing address is 1911 N.E. 8th Court, Suite 127, Fort Lauderdale, Florida 33304.

Article III

The purpose for which the corporation is organized is for the manufacture and distribution of toy chests and other related items.

Article IV

The number of shares of stock is 500 shares.

Article V

Officer and Directors of the corporation are as follows:

Ann L. Tenpenny
1911 N.E. 8th Court, Suite 127
Ft. Lauderdale, Florida 33304

Stephen R. Colon
1925 Madison Street, Apt. 20
Hollywood, Florida 32120

Ann L. Tenpenny is President of CharlieRed, Inc. and Stephen R. Colon is Vice-President of CharlieRed, Incorporated.

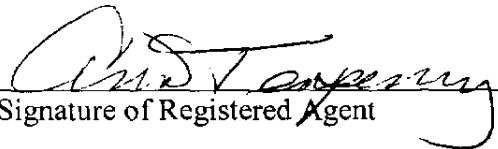
Article VI

The registered agent of the corporation is Ann L. Tenpenny, whose mailing address is 1911 N.E. 8th Court, Suite 127, Ft. Lauderdale, Florida 33304.

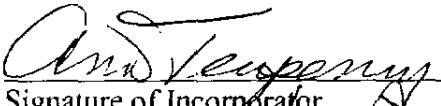
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Article VII

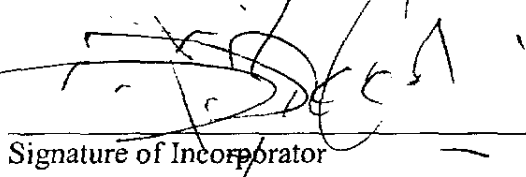
The name and address of the incorporators are Ann L. Tenpenny, 1911 N.E. 8th Court, Suite 127, Ft. Lauderdale, Florida 33302 and Stephen R. Colon, 1925 Madison Street, Apt. 20, Hollywood, Florida 32120.


Signature of Registered Agent

6/6/05
Date


Signature of Incorporator

6/6/05
Date


Signature of Incorporator

6/06/05
Date

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