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^^ QUOTATION ^^

CAPITAL CONNECTION, INC.
P.O. BOX 13349

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # JW2

INVOICE # CASSAN
1/03/95
CUSTOMER # MACK01

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CLIENT REP: JULIA WATSON

DOCUMENT FILING, W/CC. AM RUSH. SHIPPING/HANDLING
FILE ARTICLES WITH CERT. COPY FOR:
CASSADRA'A PLAYMATES, INC.

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95 JAN -3 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1995

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: CASSANDRA'S PLAYMATES, INC.
Ref. Number: W9500000018

We have received your document for CASSANDRA'S PLAYMATES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 595A00000031

Articles of Incorporation
of Cassandra's Playmates, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- I. The name of the Corporation is Cassandra's Playmates, Inc.
- II. The principal office of the Corporation in the State of Florida is located at 2888 Old Castle Drive, Winter Park, Florida 32792, in Orange County, Florida. Its registered agent is Gene E.B. Hess, C.P.A., P.A., whose address is 1305 E. Robinson Street, Suite A, Orlando, Florida 32801.
- III. The nature of the business of the Corporation and its objects are:
- A. To acquire, maintain, develop, rent, use, mortgage, and dispose of real property and interests;
 - B. To acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action, and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts, or persons, public or private;
 - C. To acquire and pay for, in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property of any person, firm, association, or Corporation;
 - D. To enter into, make, and perform contracts of every kind;
 - E. To borrow moneys and to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness;
 - F. To lend any of its funds, either with or without security;
 - G. To acquire, hold and dispose of shares of its own capital stock and the rights thereto;
 - H. To carry on any other lawful business for which a corporation may be organized under the laws of Florida, including but not limited to the manufacture and sale of custom dolls, doll molds, and associated greenware.
 - I. To carry out all or any part of the foregoing purposes as principal or agent;
 - J. To do all such things as are necessary and incidental to the attainment of the above-stated purposes; and

K. To have and exercise all the powers conferred upon corporations by the laws of the State of Florida.

IV. The total, initial number of shares of stock which the Corporation shall have authority to issue is five hundred (500), [at one dollar (\$1.00) par value.]

V. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VI. The names and mailing addresses of the incorporators are : Deborah Lehman and Jeffrey Lehman, 2888 Old Castle Drive, Winter Park, Florida 32792. The Shareholders or the Board may elect or appoint a Chairman, a President (presently denominated as Deborah Lehman), one or more Vice Presidents (presently denominated as Jeffrey Lehman), a Secretary (presently denominated as Deborah Lehman), a Treasurer (presently denominated as Jeffrey Lehman), and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.

VII. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors (Board) may be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow. In the interim, the Corporation shall be governed by the Shareholders.

VIII. All of the property and assets of the Corporation may be sold, leased, or exchanged, upon such terms and conditions and for such consideration as the Shareholders shall deem appropriate for the best interests of the Corporation.

IX. A Corporate director or officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Shareholders.

X. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, and as may be designated by the Bylaws.

XI. Any Corporate contract, transaction, or act which is approved or ratified by a majority of a quorum of the shareholders entitled to vote at any meeting, shall be as valid and binding as though approved or ratified by every shareholder of the Corporation.

XII. The Shareholders may adopt By-Laws from time to time, to provide, inter alia, for the fullest indemnification permitted by the laws of the State of Florida. The Shareholders may also cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

XIII. Meetings of shareholders and directors may be held outside the State of Florida.

XIV. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and in any manner now or hereafter prescribed by statute.

XV. Whenever a vote of Shareholders at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of shareholders who, if voting, could have authorized such action shall consent in writing to such Corporate action being taken.

XVI. The regular meetings of the Corporation shall be held on the first (1st) business day of each year, or as soon thereafter as a meeting may be properly scheduled by the Shareholders. The annual meeting of the Shareholders shall be held on the first (1st) day of January of each year, or as soon thereafter as is reasonable. Special meetings may be held when directed by the Shareholders.

XVII. Any shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The Proxy must be signed by the shareholder or his attorney-in-fact, and no Proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XVIII. The Directors, if any, shall be elected at the annual meeting of the shareholders.

XIX. The Corporation shall at all times keep correct minutes, books, and records of account.

XX. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

XXI. The fiscal year shall begin the first (1st) day of January of each calendar year.

XXII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate shareholders, officers, or directors have full authority to exercise all corporate powers contemplated in these Articles, or as otherwise may be provided by Florida law or statute.

In witness whereof the undersigned, for the purpose of forming a Corporation pursuant to the General Corporation Laws of the State of Florida, do make this certificate on this 21st day of December, 1994.

Witness:

D.A. Macchi

Cassandra's Playmates, Inc.

By:

Deborah Lehman
Deborah Lehman
President and Incorporator

Certificate of Designation
Registered Agent/Registered Office

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SECRETARY OF STATE
LAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Cassandra's Playmates, Inc.
2. The name and address of the registered agent and office is:

Gene E.B. Hess, C.P.A., *P.A.*
1305 E. Robinson Street, Ste. A
Orlando, FL 32801

Gene E.B. Hess, C.P.A.
Gene E.B. Hess, C.P.A.

Title: Registered Agent

Date: 12/19, 19 94

State of Florida)
County of Orange)

The foregoing instrument was acknowledged before me this 19 day of December, 1994, by Gene E.B. Hess of Gene E.B. Hess, C.P.A., P.A., a Florida corporation, on behalf of the Corporation. She is personally known to me and she confirmed that all information contained herein was accurate, and that she had the authority, via her corporate standing, to execute this document.

William Jesse Hess
Notary Public
My Commission Expires:

