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P95000020550

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

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****122.50 ****122.50

Re: Freckles Theatrical and Clown Supply, Inc.

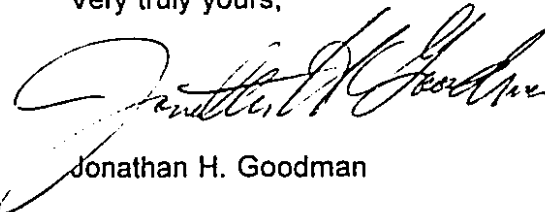
Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation on the above-named corporation, together with a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

I would appreciate your filing the enclosed at your earliest convenience and sending me a certified copy of same.

Very truly yours,


Jonathan H. Goodman

JHG/gb
Enc.

P95000020550
3/14/95
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FILED
MAR 13 PM 12:23

ARTICLES OF INCORPORATION
OF
FRECKLES THEATRICAL AND CLOWN SUPPLY, INC.

FILED
1995 MAR 13 PM 12:23
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of this corporation is FRECKLES THEATRICAL AND CLOWN SUPPLY, INC.

ARTICLE II.

This corporation shall have a perpetual existence.

ARTICLE III.

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

This corporation is authorized to issue One Hundred (100) Shares of Five Dollar (\$5.00) par value common stock.

ARTICLE V.

The street address of the office of this corporation is 5509 Roosevelt Boulevard, Jacksonville, Florida 32244, and the name of the initial registered agent of this corporation is Jonathan H. Goodman, Esq., and will accept service at 1377 Cassat Avenue, Jacksonville, Florida 32205. The principal place of business of this corporation is 5509 Roosevelt Boulevard, Jacksonville, Florida 32244.

ARTICLE VI.

The name and address of the sole incorporator of these Articles of Incorporation is Jack E. Anderson, 4560 Sussex Avenue, Jacksonville, Florida 32210.

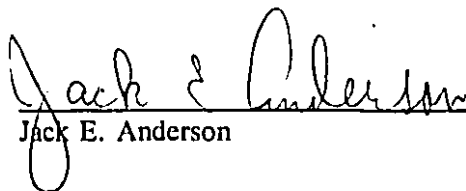
ARTICLE VII.

The method of election of directors shall be as stated in the corporate by-laws.

ARTICLE VIII.

The name and address of the members of the initial Board of Directors of the corporation is Jack E. Anderson, 4560 Sussex Avenue, Jacksonville, Florida 32210, and Adrienne M. Anderson, 4560 Sussex Avenue, Jacksonville, Florida 32210.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 6th day of March, 1995.



Jack E. Anderson

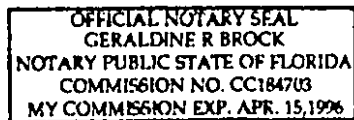
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared JACK E. ANDERSON, who, being by me first duly sworn, and who produced a Florida drivers license as identification, executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation as his free act and deed, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 6th day of March, 1995.

Geraldine R. Brock
NOTARY PUBLIC

My commission expires: 4/15/96



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 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:

Freckles Theatrical and Clown Supply, Inc.

2. The name and address of the registered agent and office is:

Name: Jonathan H. Goodman, Esq.
Address: 1377 Cassat Avenue
City/State/Zip: Jacksonville, Florida 32205

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TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

SIGNATURE: _____

Registered Agent

DATE: _____

3/6/95