

P950000 27240

ANN PORATH

WILMINGTON COUNTRY PLAZA
SUITE 200
12775 FOREST HILL BOULEVARD
WEST PALM BEACH, FLORIDA 33414
TELEPHONE (407) 790-2907
FAX (407) 790-1510

March 15, 1995

Secretary of State of Florida
Division of Corporations-Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

RECEIVED
MAR 16 1995
TALLAHASSEE, FL
444470.00 444470.00

Re: MERLIN'S FESTIVAL MAGIC, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment of Merlin's Festival Magic, Inc., for filing.

Enclosed please find my check in the amount of \$70.00 as payment of filing fees.

Thank you for your cooperation in this matter.

Very truly yours,


Ann Porath

AP/vab
Enclosures

FILED
95 APR -3 11 3 57
TALLAHASSEE, FL

*APC
H-B*

ARTICLES OF INCORPORATION
OF

MERLIN'S FESTIVAL MAGIC, INC.

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name of Corporation

The name of the corporation is:
MERLIN'S FESTIVAL MAGIC, INC.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

General Purpose

The general purposes for which the corporation is organized are:

1. To engage in retail sales of magic and novelties.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds, mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of Common Stock having a par value of \$1.00 per share.

FILED
MAR 3 1968
TALLAHASSEE, FLA.

ARTICLE V
Address

The principal place of business and the mailing address for this corporation is:
2176 W. Oakland Park Blvd., Fort Lauderdale, FL
The name and address of the initial registered agent is: Peter J. Porath, 2176 W.
Oakland Park Blvd., Fort Lauderdale, FL

ARTICLE VII

It is the intention of the incorporators of this corporation that the first Board of Directors adopt the plan under Sections 1371-1379 (Subchapter S) of the Internal Revenue Code, allowing a "small business corporation" to have its income taxed directly to its shareholders.

ARTICLE VIII

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation at the net value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within thirty (30) days from written notice thereof, the stockholder shall have the right to dispose of his shares as he sees fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of corporation. A copy of such Articles is on file at the principal office of the corporation".

ARTICLE IX
Directors

The number of Directors constituting the initial Board of Directors of the corporation is one. The names and address of each person who is to serve as a member of the initial Board of Directors and the Officers of the corporation who shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Peter J. Porath	President/Director	2176 W. Oakland Park Bl. Ft. Lauderdale, FL

ARTICLE X

The name and address of each incorporator is:

Peter J. Porath

President/Director

2176 W. Oakland Park Bl.
Ft. Lauderdale, FL

EXECUTED by the undersigned at West Palm Beach, Palm Beach County,
Florida, this 23 day of March, 1995.


PETER J. PORATH

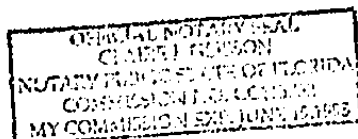
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared PETER J. PORATH, to me well known to be the person described as subscriber and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and Seal in the State and County named above this
23 day of March, 1995.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission Expires:



FILED
MAR 23 1995
FBI - MIAMI

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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:

MERLIN'S FESTIVAL MAGIC, INC.

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

Peter J. Porath

President/Director

2176 W. Oakland Park Bl.
Ft. Lauderdale, FL


PETER J. PORATH

Date: March 23, 1995

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 am familiar with and accept the obligations of my position as Registered Agent.


PETER J. PORATH

Date: March 23, 1995