

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9071
904 222 0191 FAX

800-344-8086



PP5 000 044599

ACCOUNT NO. : 072100000032

REFERENCE : 612440 46560

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : June 8, 1995

300001509173

ORDER TIME : 1:25 PM

ORDER NO. : 612440

CUSTOMER NO: 46560

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
15th Floor
515 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: TERRY AND MORRIS, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

*Teresa,
they need
today's file date
we will send the
original tomorrow.*

Thanks
FILED
95 JUN -8 PM12:05
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TERRY AND MORRIS, INC.
(a Florida corporation)**

FILED
95 JUN -8 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is **TERRY AND MORRIS, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 7,500 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 515 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the initial director of the Corporation is Terry Taylor. A quorum of the Board shall constitute all of the members of the Board of Directors.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 515 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301. The name of the initial registered agent at that address is Terry Taylor.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Terry Taylor, 515 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of TERRY AND MORRIS, INC. this 24th day of June, 1995.


TERRY TAYLOR
Incorporator

**CONSENT OF REGISTERED AGENT
OF
TERRY AND MORRIS, INC.**

The undersigned, Terry Taylor, whose business address is 515 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of TERRY AND MORRIS, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.


TERRY TAYLOR
Registered Agent

P9500044599

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-22-9171
904-22-0111 FAX

800-142-8086

CSC networks
TRUSTEE, BAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 649373 4656B

AUTHORIZATION : *Patricia P. P. 8/10*

COST LIMIT : 0

ORDER DATE : July 27, 1995

ORDER TIME : 10:39 AM

ORDER NO. : 649373

CUSTOMER NO: 4656B

300001557409

CUSTOMER: Kristy Hair, Legal Assistant
Greenberg Traurig Hoffman
15th Floor
515 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: TERRY AND MORRIS, INC.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

Filed
2nd

N/C

8/10

JB

FILED
AUG 10 AM 11:47
TALLAHASSEE, FLORIDA
CLERK OF CIRCUIT COURT

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TERRY AND MORRIS, INC.**

FILED
95 AUG 10 AM 11:47
RECEIVED
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Terry Taylor and Joni Ferrer, being the President and Secretary, respectfully, of Terry and Morris, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on June 8, 1995, DO HEREBY CERTIFY:

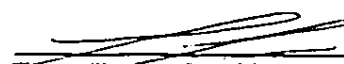
1. The name of this Corporation is TERRY AND MORRIS, INC.
2. The Corporation's Articles of Incorporation are hereby amended as follows:
 - (a) Article I of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

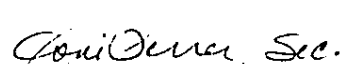
"The name of the Corporation is AERO TOY STORE, INC."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written consent executed by all of the Shareholders and the sole member of the Board of Directors of the Corporation as of the 6 day of July, 1995, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Terry and Morris, Inc., this 6 day of July, 1995.

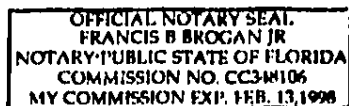

Terry Taylor, President and Director


Joni Ferrer, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 6th day of July, 1995, by Terry Taylor, in his capacity as President and Director of Terry and Morris, Inc., a Florida corporation. The aforesaid Terry Taylor is personally known to me or has produced N/A as identification

Francis B. Brogan Jr.
Notary Public
Print name: FRANCIS B. BROGAN JR
My commission expires:



STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 6th day of July, 1995, by Joni Ferrer, in her capacity as Secretary of Terry and Morris, Inc., a Florida corporation. The aforesaid Joni Ferrer is personally known to me or has produced N/A as identification

Bruce D. Green
Notary Public
Print name: Bruce D. Green
My commission expires:

