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June 19, 1995

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN NEW YORK

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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****122.50 ****122.50

Re: Carty Kids, Inc.

Dear Sirs:

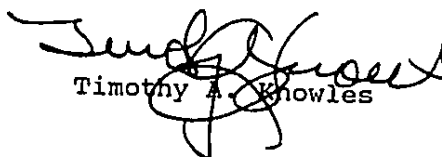
Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

HARLEE, PORGES, HAMLIN
& HAMRICK, P.A.


Timothy A. Knowles

TAK/dl
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 26 PM 2:02

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ARTICLES OF INCORPORATION

OF

CARTY KIDS, INC.

ARTICLE I. NAME

The name of this Corporation shall be CARTY KIDS, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the Corporation is 4901 Cortez Road West, Bradenton, FL 34210.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of filing of these Articles of Incorporation. This Corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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DIVISION OF CORPORATIONS
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ARTICLE V. CAPITAL STOCK

This Corporation shall have the authority to issue 3,000 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VII. MANAGEMENT OF BOARD OF DIRECTORS

Pursuant to Florida Statutes Section 607.0801(3), this Corporation shall dispense with, and shall not operate under the authority of the Board of Directors. All corporate powers otherwise required by law to be exercised by a Board of Directors

shall be vested in the shareholders of the Corporation. Further, the business and affairs of the Corporation shall be managed under the direction of the shareholders of the Corporation. Each shareholder shall be entitled to one vote for each share owned by the shareholder.

ARTICLE VIII. INDEMNIFICATION

This Corporation shall indemnify any shareholder, officer, director, employee, or agent, and any former shareholder, officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this Corporation's initial registered office shall be: 1205 Manatee Avenue West, Bradenton, FL 34205.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Timothy A. Knowles.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this Corporation's incorporator is: Terryl Carl, 4411 19th Avenue West, Bradenton, FL 34209.

ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the shareholders by a majority vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 19 day of June, 1995.

Terry L Carl
Terry L Carl, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On June 19, 1995, Terry L Carl designated above as the individual who shall serve as this Corporation's incorporator, who is personally known to me or who has produced _____
(type of identification) personally appeared before me and signed these Articles of Incorporation.

My Commission Expires:

Timothy A Knowles
Notary Public, State of Florida
TIMOTHY A KNOWLES
My Commission CC428431
Expires Dec. 21, 1998

(Type or Print Notary Name Here)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CARTY KIDS, INC. which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1991), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said Corporation.

DATED this 19 day of June, 1995.

Timothy A Knowles
Timothy A. Knowles, Registered Agent