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LESTER & KLISTON P.A.

PAGE 01

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: TODD W. KLISTON, ESQ.
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((H95000008232))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: TEDDY BEARS AND FRIENDS, INC.
FAX AUDIT NUMBER: H95000008232
DATE REQUESTED: 07/26/1995
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DIVISION OF CORPORATIONS

FAX AUDIT # H95000008232

ARTICLES OF INCORPORATION
OF
TEDDY BEARS AND FRIENDS, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation is Teddy Bears and Friends, Inc.

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ARTICLE II

NATURE OF BUSINESS

The corporation may transact any lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock. The consideration paid for each shares shall be fixed by the Board of Directors from time to time.

Todd W. Kliston, Esq.
8211 W. Broward Blvd., Suite 375
Plantation, Florida 33324
Florida Bar # 163001

FAX AUDIT #: H95000008232

FAX AUDIT # H95000008232ARTICLE IVCERTIFICATES

Shares of the corporation must be evidenced by the issuance of certificates. The form and content of the certificates shall be as proscribed by Florida Law.

ARTICLE VADDRESS

The initial street address of the principal office of this corporation is 10940 Crescendo Circle, Boca Raton, Florida 33498.

ARTICLE VITERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIIINITIAL DIRECTORS

The name and address of the initial Director who shall hold office until his successors are elected and have qualified is:

John Gumpman

10940 Crescendo Circle
Boca Raton, FL 33498FAX AUDIT #: H95000008232

FAX AUDIT # H95000008232ARTICLE VIIIINCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Todd W. Kliston	8211 West Broward Blvd. Suite 375 Plantation, Florida 33324

ARTICLE IXREGISTERED OFFICE & REGISTERED AGENT

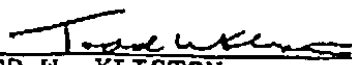
The street address of the corporation's initial registered agent is 10940 Crescendo Circle, Boca Raton, Florida 33498 and the name of the initial registered agent at that office is John Gumpman.

ARTICLE XEFFECTIVE DATE

The initial date of incorporation shall be effective on the date this document is filed as evidenced by the Department of State's date and time endorsement on the original document.

ARTICLE XIAMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida law.

Date July 24, 1995
TODD W. KLISTONFAX AUDIT #: H95000008232

FAX AUDIT # 19500008232

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUES, THE FOLLOWING IS SUBMITTED:

FIRST-- TEDDY BEARS AND FRIENDS, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA RATON, STATE OF FLORIDA, HAS
(CITY) (STATE)

NAMED JOHN GUMPMAN, LOCATED AT
(NAME OF REGISTERED AGENT)

10940 CRESCENDO CIRCLE
(STREET ADDRESS POST OFFICE BOXES ARE NOT ACCEPTABLE)

CITY OF BOCA RATON, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY STATE THAT I AM FAMILIAR WITH, AND ACCEPT THE OBLIGATIONS OF THIS POSITION

SIGNATURE [Signature]
(REGISTERED AGENT)

DATE July 21, 1995

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FAX AUDIT # H9500008232