



THE COMPANY CORPORATION

Three Christina Centre • 201 N Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

August 25, 1995

P95000068996

10000158141 J
-09/11/95--01040--014
*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: JACQUELIN SMITH DESIGNS, INC.
P0000046JAKIM

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for JACQUELIN SMITH DESIGNS, INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

SHARON L TALA

SEP 07 1995

Bonnie J. Bennett

Bonnie J. Bennett
Corporate Service Representative

enc.

ARTICLES OF INCORPORATION
OF
Jacquelin Smith Designs, Inc.

95 SEP - 7
FILED
ST. PETERSBURG, FL
1995

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Jacquelin Smith Designs, Inc.

SECOND: The address of the initial registered office of the corporation is 4693 28 Street North, St. Petersburg FL 33714, County of Pinellas. The name of the registered agent located at said address is Ted Kimer, Jr.

THIRD: The principal address of the corporation is 4693 28 Street North, St. Petersburg FL 33714.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 50,000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Jacquelin Smith Kimer 4693 28 Street North, St. Petersburg FL 33714
Theodore R. Kimer Jr. 4693 28 Street North, St. Petersburg FL 33714

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 25th day of August, 1995.

Bonnie J. Bennett

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day of August, 1995 by Bonnie J. Bennett.

NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Jacquelin Smith Designs, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of St. Petersburg, State of
Florida, has named Theodore R. Kimer, Jr. located at
5280 White Sand Circle, NE
St. Petersburg, FL 33703 as its agent for 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 agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.


16 Aug 1975
Date

P95000068996

Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 813 559-8505
FACSIMILE 584-1462

June 30, 1997

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

TRANSMITTAL LETTER

SUBJECT: Amendment of Articles to : Jacquelin Smith Designs, Inc.

The above named corporation wishes to **change** the Incorporation's name from *Jacquelin Smith Designs, Inc.*, to: **TEDDIES, INC.**

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM: Barbara S. Hicks

152 8th Avenue, S.W., Suite 2A

Largo, Florida 34640-3613

(813) 559-8505

600002233446--4
-07/09/97--01023--008
*****35.00 *****35.00

Sincerely,

Barbara S. Hicks

Barbara S. Hicks

NC
7/14

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JACQUELIN SMITH DESIGNS, INC.**

FILED
97 JUL -9 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added, or deleted)

**Article I
Corporate Name**

Amend: The name of the corporation shall be **TEDDIES, INC.**

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: JUNE 30, 1997.

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendments was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."

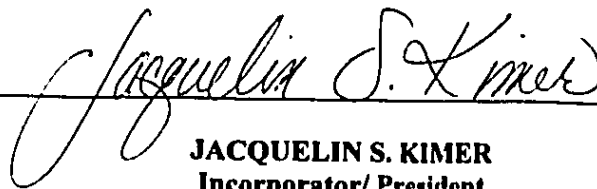
VOTING GROUP

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X The amendment(s) was/were adopted by the incorporators without
shareholder action and shareholder action was not required.

Signed this 30th day of June, 1997.

Signature _____



JACQUELIN S. KIMER
Incorporator/ President