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Joseph A. Murphy, III  
Attorney & Counselor  
789 South Federal Highway • Suite 103  
Stuart, Florida 34994

(407) 223-8000  
Fax (407) 283-2419

November 30, 1995

Secretary of State  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

100001652351  
-12/04/95--01042--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Carol Stewart's Custom Teddy Bears, Inc.

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation for the above corporation.

Also enclosed is a check in the amount of \$122.50 to cover your costs of filing the corporation.

I would appreciate your filing these Articles of Incorporation and mailing me a certified copy of same, together with a Certificate of Incorporation.

Thank you for your courtesies.

Very truly yours,

*Joseph A. Murphy, III*  
Joseph A. Murphy, III (KS)

JAM/ks  
encl.

w95-23845  
WJW

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 Dec-26 11:05am.

Joseph A. Murphy, III  
Attorney & Counselor  
789 South Federal Highway • Suite 103  
Stuart, Florida 34994

(407) 223-8600  
Fax (407) 283-2419

December 26, 1995

Division of Corporations  
Attn: Charter Section  
P.O. Box 6327  
Tallahassee, FL 32314

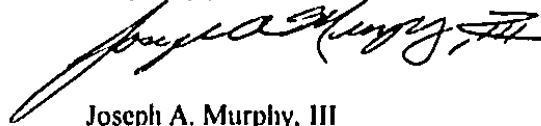
Re: Carol Stewart's Custom Teddy Bears, Inc.  
//W95000023845

Dear Sir / Ms:

Enclosed are the re-submitted Articles of Incorporation with an Affidavit permitting the release and assumption of the corporate name pursuant to F.S.A. s. 607.1405. Said affidavit is executed in compliance with F.S.A. s. 607.0401.

Should you have any questions, please call our office.

Very truly yours,



Joseph A. Murphy, III

JAM/ks  
encl.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 6, 1995

JOSEPH A. MURPHY, III  
789 SOUTH FEDERAL HIGHWAY SUITE 103  
STUART, FL 34994

SUBJECT: CAROL STEWART'S CUSTOM TEDDY BEARS, INC.  
Ref. Number: W95000023845

We have received your document for CAROL STEWART'S CUSTOM TEDDY BEARS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Vickie Whitfield  
Corporate Specialist

Letter Number: 995A00052999

FILED

ARTICLES OF INCORPORATION

OF

CAROL STEWART'S CUSTOM TEDDY BEARS, INC.

85 DEC 26 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator for the purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the corporation is CAROL STEWART'S CUSTOM TEDDY BEARS, INC.

ARTICLE TWO

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's initial registered office is:

1285 SW 29th Street  
Palm City, FL 34990

ARTICLE THREE

The name of the registered agent at the above address is:

Carol Stewart  
1285 SW 29th Street  
Palm City, FL 34990

ARTICLE FOUR

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value. Initially there shall be only one class

of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

#### ARTICLE FIVE

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

#### ARTICLE SIX

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

#### ARTICLE SEVEN

The corporation shall design custom made gifts.

#### ARTICLE EIGHT

The corporation shall initially have one director which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be less than one. The initial directors shall be:

Carol Stewart  
1285 SW 29th Street  
Palm City, FL 34990

#### ARTICLE NINE

The name and address of the individual who is the incorporator:

Carol Stewart  
1285 SW 29th Street  
Palm City, FL 34990

#### ARTICLE TEN

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	Carol Stewart
Vice-President	Carol Stewart
Secretary	Carol Stewart
Treasurer	Carol Stewart

#### ARTICLE ELEVEN

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefor is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Carol Stewart	1285 SW 29th Street Palm City, FL 34990	100	\$100.00

#### ARTICLE TWELVE

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

ARTICLE THIRTEEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

ARTICLE FOURTEEN

After incorporation, the corporation may adopt a plan agreeable to an consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

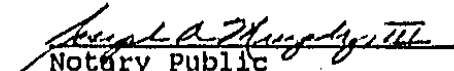
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29 day of November, 1995.

  
CAROL STEWART

STATE OF FLORIDA   )  
                              )  
COUNTY OF MARTIN   )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared CAROL STEWART who is personally known to me to be the person who executed the foregoing Articles of Incorporation and who identified herself by Florida Drivers License # S 363-108-49-968-0 she acknowledged before me that she executed these Articles of Incorporation, and that they are true and correct.

SWORN to and subscribed before me on this 27th day of  
November, 1995.

  
Notary Public  
State of Florida at Large

My commission expires:



JOSEPH A. MURPHY III  
My Commission CC394224  
Expires JUL 20, 1998  
Bonded by HAI  
800-422-1855



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

First -- That CAROL STEWART'S CUSTOM TEDDY BEARS, INC.  
desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Articles of Incorporation  
at City of Stuart, County of Martin, State of Florida has named  
CAROL STEWART 1285 S.W. 29th Street, Palm City, FL 34990 being in  
the County of Martin, State of Florida, as its agent to accept  
service of process within this State.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

By: Carol Stewart  
CAROL STEWART  
Registered Agent

Date: 11/29/95

FILED  
95 DEC 26 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**AFFIDAVIT**

**FILED**

95 DEC 26 AM 11:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA  
COUNTY OF MARTIN**

Before me, the undersigned authority, personally appeared **CAROL STEWART**, President of Carol Stewart's Miniature Teddy Bears, Inc., a Florida Corporation, who was duly sworn and says:

1. That she is the President of Carol Stewart's Miniature Teddy Bears, Inc., an administratively dissolved Florida Corporation.
2. That the corporate name Carol Stewart's Miniature Teddy Bears, Inc. shall be released by the Department of State and that said name should not be reinstated.
3. That the name be available for immediate assumption by **CAROL STEWART'S CUSTOM TEDDY BEARS, INC.**

Dated: December 26, 1995.

*Carol Stewart*

**CAROL STEWART, President of Carol  
Stewart's Miniature Teddy Bears, Inc.**

Sworn to and subscribed before me on this 26 day of December, 1995 by **CAROL STEWART, President of Carol Stewart's Miniature Teddy Bears, Inc.**

*Joseph A. Murphy III*  
Notary Public, State of Florida  
My commission expires:

Personally known ☒  
Produced Identification: \_\_\_\_\_



JOSEPH A MURPHY III  
My Commission CC394224  
Expires Jul. 20, 1998  
Bonded by HAI  
800-422-1555