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*BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES
*ALSO ADMITTED TO OHIO BAH

February 19, 1996

Secretary of State
State of Florida
Corporation Division
409 East Gaines Street
Tallahassee, Florida 32399

FILED
96FEB 22 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: LEARNING DOLLS, INC.

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-02/22/96--01069--006
****122.50 ****122.50

Gentlemen:

Please find, enclosed, an original and one copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is this firm's check, in the amount of \$122.50, for the following fees:

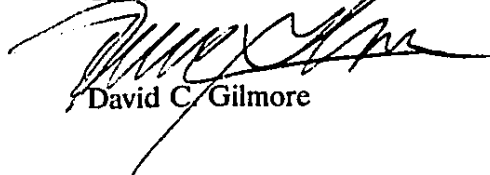
Filing Fee - Articles	\$ 35.00
Certified Copy of Articles	\$ 52.50
Filing Fee - Registered Agent	\$ 35.00
	\$122.50

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Very truly yours,

CHASE & GILMORE


David C. Gilmore

DCG: mfa
Enclosures
cc : Rebecca L. Mitchell

FAL FEB 26 1996

ARTICLES OF INCORPORATION
FOR
LEARNING DOLLS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation for the purpose of organizing a corporation for profit pursuant to the Statutes of the State under the corporation laws providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be **LEARNING DOLLS, INC.**

ARTICLE II

The principal place of business of said corporation shall be in Pasco County, Florida, which address shall be 8600 Mitchell Ranch Road, New Port Richey, Florida 34655, and **REBECCA L. MITCHELL** is hereby designated as the registered agent for service of process for said corporation at 8600 Mitchell Ranch Road, New Port Richey, Florida 34655.

ARTICLE III

The general nature of the business and the objects and purposes by said corporation are:

A. To engage in any activities or business permitted under the laws of the United States and Florida.

B. To conduct, carry on, and engage in the business of designing, manufacturing, buying, selling, importing, exporting, displaying, distributing, renting, repairing, and otherwise dealing in and with, as a wholesaler, retailer, distributor, principal, agent, factor, broker, commission merchant, or in any other lawful capacity, toys, games, novelties, costumes, leather goods, ornaments, books, and any articles or objects necessary, useful, or convenient in the toy, games, and novelty trade generally, and to do everything necessary, convenient, or useful in furtherance thereof.

C. To purchase or otherwise acquire, and to own, develop, sell, mortgage, or otherwise dispose of, or deal in real property, and in all interests and rights therein, including options, without limits of amounts, and to the same extent as natural persons might or could do in the State of Florida, in the United States, or in any part of the world.

D. To conduct its business and to have one or more offices and to acquire, hold mortgages, lease and convey real and personal property, or any interest therein, unlimited and without restriction, in any of the States or territories of the United States, or in any foreign place or country, so far as is permitted by the laws thereof.

E. To conduct and carry on any business, manufacturing or otherwise, which may be capable of being profitable carried on in connection with the corporation's business, or to carry on any business that is adapted directly or indirectly to add to the value of the corporation's property and the profits of its authorized business.

F. To buy, or otherwise acquire, any business adapted to be carried on in connection with the corporation's business, or the promotion of business, together with the goodwill, rights, property and assets of all kinds hereto pertaining. To assume any liabilities of any person, firm or corporation, and to pay the same in cash, stock, debentures or other securities of the corporation.

G. To contract freely with any person, firm or corporation, private or public, and to carry out and fulfill contracts of every sort and kind, and to purchase, lease, or otherwise acquire, any and all rights, privileges and franchise convenient or profitable to carry on in connection with the corporation's purpose of business.

H. To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures and other evidence of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of same by deposited cash, sinking fund or otherwise.

I. The corporation may utilize and apply its surpluses, earnings or profits authorized by law to be reserved to the purchase or acquisitions thereof of its own capital stock from time to time, and in such manner as may be legal and equitable as to other stockholders and upon such terms as its Board of Directors may determine.

J. To hold, purchase, or otherwise acquire, and to sell and assign, transfer, mortgage, pledge or otherwise dispose of, shares of capital and securities created or issued by any other corporations, and the holder thereof to exercise all of the privileges of ownership, including the right to vote thereon.

K. To own, acquire, construct, and operate motels, hotels, apartment houses, duplexes, restaurants, cocktail lounges, dwellings, or other income property, and to deal in the same way as a natural person might do.

L. To have all rights in any kind of property that an individual might have.

M. To do any and all things on this Certificate of Incorporation set forth as objects, purposes, powers or otherwise to the same extent and as fully as natural persons might do or could do in any part of the world as principals, agents or otherwise.

N. That the powers and objects specified in the Certificate of Incorporation, except where expressly limited herein or by operation of the law, be in

no wise limited or restrained by inference from the terms of any clause in any other part of this charter, but the objects and powers specified in each of the clauses of this charter shall be regarded as independent and separate purposes and powers of the corporation.

O. To have and to exercise any and all such other powers convenient, incident to, or necessary in the proper conduct of its business and such as are granted to corporations for profit in the State of Florida, either by terms of this charter, or by law, in express terms of or by implication and to amend this charter in accordance with the law whenever the best interest or suitable accomplishment of any of its ends demands that it be done. No recitation or declaration of special powers or purposes herein enumerated shall be exclusive, but all lawful powers now or which may be hereafter conferred under the laws of the State of Florida are hereby included.

The paragraph of this Article shall be construed as both object and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

This corporation shall be authorized to issue 1,000 shares of stock as follows:

COMMON STOCK	\$1.00 Par Value A total of 1,000 shares
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PREFERRED STOCK	No preferred stock
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ARTICLE V

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VI

The number of directors of this corporation shall be three (3), however this number may be changed from time to time by lawful amendment of the By-laws provided each number shall not be more than nine (9) and less than one (1).

ARTICLE VII

The names and addresses of the organizers and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

CECILIA C. CANTWELL	7502 Cheltnam Court New Port Richey, Florida 34655
GERALDINE CANTWELL	4916 Troon Lane New Port Richey, Florida 34655
REBECCA L. MITCHELL	8600 Mitchell Ranch Road New Port Richey, Florida 34655

ARTICLE VIII

The number of shares of common stock subscribed to by the said organizers is as follows:

CECILIA C. CANTWELL	33 Shares
GERALDINE CANTWELL	33 Shares
REBECCA L. MITCHELL	33 Shares

ARTICLE IX


The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.


The power to amend the Certificate of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effective until and unless approved by a majority of stockholders.


IN WITNESS WHEREOF, the undersigned organizers and incorporators, have hereunto set their hand and seal, this 14th day of February, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make, and file in the office of the Secretary of State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.

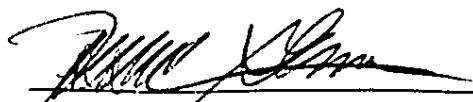
Signed in the Presence
of:


Darius F. Roberts Armario


CECILIA C. CANTWELL,
President


Darius F. Roberts Armario



GERALDINE CANTWELL,
Vice President


Darius F. Roberts Armario

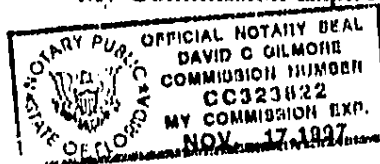

REBECCA L. MITCHELL,
Secretary

STATE OF FLORIDA
COUNTY OF PASCO

14 The foregoing Articles of Incorporation were acknowledged before me, this day of February, 1996, by CECILIA C. CANTWELL, as President of LEARNING DOLLS, INC., who is personally known to me or who has produced as identification and who did take an oath.


Notary Public

My Commission Expires:



STATE OF FLORIDA
COUNTY OF PASCO

15 The foregoing Articles of Incorporation were acknowledged before me, this day of February, 1996, by GERALDINE CANTWELL, as Vice President of LEARNING DOLLS, INC., who is personally known to me or who has produced as identification and who did take an oath.


Notary Public

My Commission Expires:

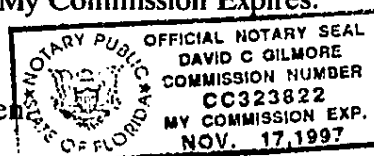


STATE OF FLORIDA
COUNTY OF PASCO

16 The foregoing Articles of Incorporation were acknowledged before me, this day of February, 1996, by REBECCA L. MITCHELL, as Secretary of LEARNING DOLLS, INC., who is personally known to me or who has produced as identification and who did take an oath.


Notary Public

My Commission Expires:



ACKNOWLEDGMENT

FILED

96 FEB 22 PM 12: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes relative to keeping open said registered office.

Rebecca L. Mitchell
REBECCA L. MITCHELL

This instrument prepared by:
DAVID C. GILMORE, ESQUIRE
Chase & Gilmore
7620 Massachusetts Avenue
New Port Richey, Florida 34653
Telephone: (813) 849-2296