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April 05, 1996

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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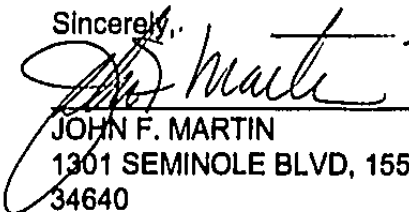
Re: J.C.D. ISTRIBUTOR'S OF LICENSED DISNEY TOY'S, INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of J.C.D. ISTRIBUTOR'S OF LICENSED DISNEY TOY'S, INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned

Sincerely,


JOHN F. MARTIN
1301 SEMINOLE BLVD, 155, LARGO, FL
34640

FILED
95 APR 10 10:15
DIVISION OF STATE
TALLAHASSEE, FLORIDA

~~W 1-6-8151~~
502
F. CHESCE APR 22 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1996

JOHN F MARTIN
1301 SEMINOLE BLVD #155
LARGO, FL 34640

SUBJECT: J.C.D.ISTRIBUTOR'S OF LICENSED DISNEY TOY'S, INC.
Ref. Number: W96000008131

We have received your document for J.C.D.ISTRIBUTOR'S OF LICENSED DISNEY TOY'S, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

BY JUDICIAL DECREE THE WORD DISNEY MAY NOT BE USED AS A PART OF ANY CORPORATE NAME THAT MIGHT BE CONFUSED WITH WALT DISNEY ENTERPRISES.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 096A00017535

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96 APR 22 AM 10:15
DIVISION OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

ATTN: FREIDA CHESSER

NEW Filing SECTION

April ,19 1996

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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96 APR 22 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

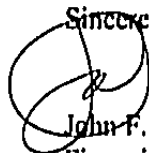
Re: J.C.D. ISTRIBUTOR'S OF LICENSED TOY'S, INC.

Dear Sir / Madam:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of J.C.D. ISTRIBUTOR'S OF LICENSED TOY'S, INC., also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing , to the undersigned.

Sincerely,



John F. Martin
Financial Foundations, Inc
P.O. Box 7902
Clearwater, Florida 34618

Frieda,

This Was Rejected Under

J. C. D. ISTRIBUTOR'S OF LICENSED DISNEY TOY'S INC.

Please Refile The Attached ARTICLES.

John MARTIN

813-559-0388

ARTICLES OF INCORPORATION
OF

J.C.D.ISTRIBUTOR'S OF LICENSED TOY'S, INC.

FILED
96 APR 22 PM 10:15
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby for a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **J.C.D.ISTRIBUTOR'S OF LICENSED TOY'S, INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 6618 NAUTICAL ISLE , HUDSON , FLORIDA 34667 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporate of this Corporation is:

JOHN F. MARTIN
1301 SEMINOLE BLVD., SUITE 155
LARGO, FLORIDA 34640

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be JAMES L. DUNN whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500) Shares** of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of The Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is the offices of FINANCIAL FOUNDATIONS, INC, 1301 SEMINOLE BLVD, 155, LARGO, FLORIDA 34640. The name and address of the registered agent of this Corporation is FINANCIAL FOUNDATIONS, INC, Chartered doing business at 1301 SEMINOLE BLVD, 155, LARGO, FLORIDA 34640

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

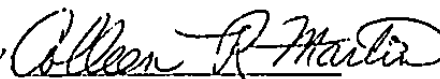
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1st day of March, 1996.


JOHN F. MARTIN

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

FINANCIAL FOUNDATIONS, INC., Chartered doing business in the State of Florida, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Financial Foundations, Inc., Chartered
IN THE STATE OF FLORIDA

BY 
Colleen R. Martin, Secretary
For Financial Foundations, Inc.

FILED
96 MAR 22 AM 10:15
TALLAHASSEE, FLORIDA