

P96000042748

ERIC A. LANIGAN, ESQ.
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Winter Park, FL 32789
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FILED

95 MAY 13 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Secretary of State
Corporate Division
409 E. Gaines St.
Tallahassee, FL 32301

DATE: 5/9/95

SUBJ: New Corporate Filing

100001820591
-05/14/95--01005--007
*****70.00 *****70.00

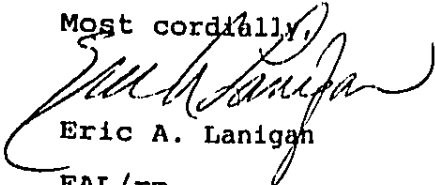
Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation for The Happy Kids Toy Company, Inc.. In addition, a check in the sum of \$70.00 is enclosed for the following fees:

Filing fee	35.00
Res. Agent fee	35.00

Please file the original of the enclosed Articles and provide verification of filing and corporate charter number to the undersigned at the address shown above.

Most cordially,


Eric A. Lanigan

EAL/rm
Enclosure

Eric Lanigan

*Classified Article 5 read
Principal office same as P.A.*

BH

8/11/20/KC

Articles of Incorporation

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is The Happy Kids Toy Company, Inc.
2. **Duration.** The effective date of incorporation is May 15, 1996, and the period of its duration is perpetual.
3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue ten million shares, all of one class, at \$0.10 per value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Richard de Montebello
2725 Scarlet Road
Winter Park, FL 32792
6. **Initial Board of Directors.** This corporation shall have six directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than three.

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Richard de Montebello	2725 Scarlet Road, Winter Park, FL 32792
Thomas Hamper	23 W. Steele Street, Orlando, FL 32804
David F. Yuen	8919 Esquerra Lane, Orlando, FL 32819
Marvin Seiple	P.O. Box 2111, Abingdon, VA 24212-2111
Luisa Valcarcel	257 Secret Way, Casselberry, FL 32707
Victor L. Clark, Jr.	1050 Lakeside Drive, Apopka, FL 32712

7. **Incorporator(s).** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Richard de Montebello	2725 Scarlet Road, Winter Park, FL 32792

8. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

10. Director Conflict of Interest.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

11. Indemnification. The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

12. Informal Action of Directors. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of May, 1996.

FILED
96 MAY 13 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Richard de Montebello
Richard de Montebello
Incorporator

Acceptance by Registered Agent

I hereby agree to act in the capacity of Registered Agent for The Happy Kids Toy Company, Inc., and to comply with the provisions of all statutes relevant to the proper and complete performance of my position as Registered Agent.

Richard de Montebello
Richard de Montebello
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Richard de Montebello, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of May, 1996.

Linda D. Marshall
Notary Public
(Notarial Seal)



LINDA D. MARSHALL
My Comm Exp. 3/12/00
Bonded By Service Ins
No. CC539340

☒ Personally Known ☒ Other & D.