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TALLAHASSEE, FL 32304-2607
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PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 989477 145575A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

RECEIVED
96 JUN 17 11:12:03
DIVISION OF CORPORATIONS

ORDER DATE : June 17, 1996

ORDER TIME : 11:12 AM

ORDER NO. : 989477

CUSTOMER NO: 145575A

200001863922

CUSTOMER: Mr. Bob Bernard
C.P.A.S.I. ACCOUNTING
SERVICES, INC.
P. O. Box 3050

Delray Beach, FL 33444

DOMESTIC FILING

NAME: GRAND PA'S TOYS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

LP
6/17/96

FILED
STATE
DIVISION OF CORPORATIONS
96 JUN 17 PM 3:43

ARTICLES OF INCORPORATION
OF

GRAND PA'S TOYS INC.

FILED
STATE
INCORPORATIONS
25 JUN 17 PM 3:43

The Undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is: GRAND PA'S TOYS INC.

ARTICLE II

Duration

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, its primary purpose to be:

MARKET TOYS & GAMES

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$ 1.00 Par Value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as can be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is
2420 N. Andrews Ave. Ext.
Pompano Beach, Fla. 33064

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2617 NE 12 Avenue
Pompano Beach, Fla. 33064, and the name of the initial registered agent of this corporation at this address is
CARY W. THOELKE

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors are:

CARY W. THOELKE 496 50 1620
2617 NE 12 Ave.
Pompano Beach, FLA. 33064

INCORPORATOR

The names and addresses of the persons signing these Articles are:

CARY W. THOELKE
2617 NE 12 Ave.
Pompano Beach, Fla. 33064

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19 day of JUNE, 19 96.

Cary W. Hopcke
Signature

Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

FILED
SECRETARY OF STATE
95 JUN 17 PM 3:30

1. The name of the corporation is: GRAND PA'S TOYS INC.
2. The name and address of the registered agent and office is:
CARY W. THOELKE
(Name)
2617 NE 12 Ave.
(P.O. Box NOT acceptable)
Pompano Beach, Fla. 33064
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

Cary W. Thaelke

DATE

6/14/96