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ACCOUNT NO. : 072160000032

REFERENCE : 022330 4327828

AUTHORIZATION : Patricia T. [signature]

COST LIMIT : \$ 122.50

ORDER DATE : July 17, 1996

ORDER TIME : 10:09 AM

ORDER NO. : 022330

CUSTOMER NO: 4327828

500001888855

CUSTOMER: Warren D. Hayes, Sr, Esq
ALLEY, MAASS, ROGERS &
LINDSAY, P.A.
321 Royal Poincianna Pl.

Palm Beach, FL 33480

DOMESTIC FILING

NAME: LIL TYKES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

of 7/17/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 17 PM 3:32

EFFECTIVE DATE
7/16/96
ARTICLES OF INCORPORATION
OF
LIL TYKES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 17 PM 3:32

ARTICLE I - NAME

The name of this corporation is Lil Tykes, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE; MAILING ADDRESS

The mailing address of this corporation is 134 Vassar Drive, Lake Worth, FL 33460.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Warren D. Hayes, Sr.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Hollyann E. Hayes
134 Vassar Drive
Lake Worth, FL 33460

ARTICLE IX - INCORPORATOR

The name and address of the sole incorporator and person signing these Articles is:

Warren D. Hayes, Sr.
321 Royal Poinciana Plaza
Palm Beach, FL 33480.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - BY-LAWS

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

ARTICLE XII - AMENDMENT

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.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of July, 1996.

Warren D. Hayes, Sr.
Warren D. Hayes, Sr.

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 16th day of July, 1996, by Warren D. Hayes, Sr., who is personally known to me.

Carol J. Hamilton
Signature of Person Taking
Acknowledgment

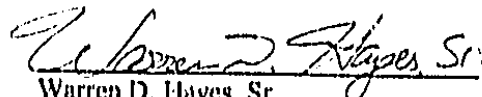
 CAROL J. HAMILTON
MY COMMISSION # CC401494 EXPIRES
September 3, 1998
Name: Warren D. Hayes, Sr.
Title or Rank: _____
Serial Number: _____

Acceptance of Designation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 17 PM 3:32

The undersigned, Warren D. Hayes, Sr., hereby accepts the designation of himself as registered agent for Lil Tykes, Inc., and agrees to serve in compliance with all applicable Florida Statutes. I am familiar with and accept the obligations of my position as registered agent.


Warren D. Hayes, Sr.