

P96000060645

CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS

CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1905-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR.
WILLIAM L. ROBY
M. LEVERING EVANS

R. MICHAEL CRARY
LEIGHT A. WILLIAMS
STEVEN D. BERRY
JOSEPH NEGRON, JR.
JEFFREY P. THOMAS**
CHARLES K. WILCOUGHRY

REPLY TO:

STUART

July 16, 1996

Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

BOARD CERTIFIED IN WILL
TESTAMENTARY LAW
**BOARD CERTIFIED IN
FAMILY & MARITAL LAW
570001898285
-07/18/96--01070--015
****122.50 ****122.50

RE: TIMOTHY'S TOYS TOO, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of TIMOTHY'S TOYS TOO, INC., the Certificate Designating Registered Agent, and our check in the sum of \$122.50 representing payment as follows:

Filing Fee	35.00
Registered Agent's Fee	35.00
Certified Copy of Charter	<u>52.50</u>
TOTAL	\$122.50

Once these Articles of Incorporation have been approved and filed by your office, we will appreciate it if you will forward us a certified copy of the charter using the extra copy enclosed.

Sincerely,

Tiffany L. Owen

Tiffany L. Owen,
Legal Assistant

/tlo
Enclosures
11867.14

nc 7-19-96

**ARTICLES OF INCORPORATION
OF
TIMOTHY'S TOYS TOO, INC.**

FILED
95 DEC 19 3 17
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH
FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE 1
NAME**

The name of the corporation shall be: TIMOTHY'S TOYS TOO, INC..

**ARTICLE 2
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 3522 SE Court Drive, Stuart, FL 34997. The mailing address of the corporation shall be: 3522 SE Court Drive, Stuart, FL 34997.

**ARTICLE 3
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 4
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE 5
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having a nominal or par value of one and no/100 Dollars (\$1.00).

**ARTICLE 6
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

<u>NAME</u>	<u>ADDRESS</u>
William L. Roby	555 Colorado Avenue Stuart, FL 34994

**ARTICLE 7
DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Laurie J. Roby	3522 SE Court Drive Stuart, FL 34997
William L. Roby	3522 SE Court Drive Stuart, FL 34997

**ARTICLE 8
INCORPORATORS**

The names and street addresses of the incorporators of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Laurie J. Roby	3522 SE Court Drive Stuart, FL 34997
William L. Roby	3522 SE Court Drive Stuart, FL 34997

**ARTICLE 9
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

**ARTICLE 10
INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

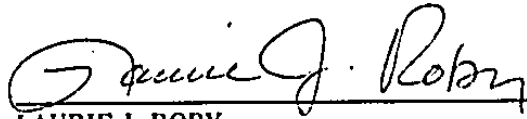
**ARTICLE 11
AMENDMENT**


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE 12
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 12th day of July, 1996.


LAURIE J. ROBY


WILLIAM L. ROBY

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), 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.

The name of the corporation is TIMOTHY'S TOYS TOO, INC.

The name and address of the initial registered agent and office is: William L. Roby, 555 Colorado Avenue, Stuart, FL 34994.

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 the 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.



Registered Agent

FILED
96 JUL 18 PM 1:17
TALLAHASSEE, FLORIDA