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((H96000011594))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 01-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0039
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((H96000011594))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CHARACTER CREATIONS OF FLORIDA, INC.
FAX AUDIT NUMBER: H96000011594 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR
CHARACTER CREATIONS OF FLORIDA, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, the undersigned, being of full age, do hereby, for the purpose of forming and organizing a corporation for profit under the provisions of the Corporation Laws of the State of Florida, adopt and declare the following Articles of Incorporation covering the existence and organization of the corporation.

**ARTICLE I
NAME**

The name of the corporation shall be: **CHARACTER CREATIONS OF FLORIDA, INC.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address shall be: 10045 Adamo Drive, Suite 4, Tampa, Florida 33619.

**ARTICLE III
PURPOSES**

The general purpose for which this corporation is organized is to engage in any lawful business for a Florida corporation. The specific purpose for which this corporation is organized is to produce and distribute children's literature and videos.

Prepared By: Mitchell L. Meeks, Esq.
5701 Mariner Street, Suite 201
Tampa, Florida 33609
(813) 286-0315
Florida Bar No. 834505

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**ARTICLE IV
ELECTION OF DIRECTORS**

The manner in which the directors are elected is as follows: Annual election of directors shall be based upon a majority vote of the shareholders of the corporation.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty (30) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

**ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent is: Roger Fields, 1208 Baronwood Place, Brandon, Florida 33510.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is: Roger Fields, 1208 Baronwood Place, Brandon, Florida 33510.

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**ARTICLE VIII
DURATION**

The existence of this Corporation shall begin upon the filing with the Secretary of State's Office, and thereafter the existence of this corporation shall be perpetual.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X
ISSUANCE OF SHARES**

The shares of capital stock of this corporation shall be issued initially to:

Roger Fields

100 Shares

**ARTICLE XI
AMENDMENTS**

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, is reserved unto the shareholders.

**ARTICLE XII
SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation is: Roger Fields, 1208 Baronwood Place, Brandon, Florida 33510.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 19th day of August, 1996.



Roger Fields

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 19th day of August,
1996, personally appeared Roger Fields, to me well known to be the person described and who
signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the
same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Mitchell L. Meeks
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That: Character Creations of Florida, Inc. desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at 10045 Adams Drive, Suite 4,
Tampa, Florida 33619 has named Roger Fields
as its Agent to Accept Service of Process within Florida.

Roger Fields
TITLE: Subscriber

DATE: 8/19/96

Having been named to Accept Service of Process for the above-
stated Corporation, at the place designated in this Certificate, I
heraby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Roger Fields
Name: Roger Fields
Resident Agent

DATE: 8/19/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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