Pat Guernsey, CPA

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TALLAMASSEE, TLORIDA

P.O Box 195549 Winter Springs, FL 32719-5549

PH. (407) 695-2667 FAX (407) 695-4771

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August 12, 1996

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Dear Madam/Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of appointment for:

FAIRYTALES, INC.

Please forward all apropriate documents showing your filing date to the address above. A check in the amount of \$122.50 for filing fee and a coporate certificate are enclosed.

Sincerely,

Pat Guernsey

Certified Public Accountant

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ARTICLES OF INCORPORATION

OF

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SLUAN ASSEL FLORIDA

FAIRYTALES, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation shall be:

FAIRYTALES, INC.

The principal place of business of this corporation shall be:

13917 LA MONTE DRIVE ORLANDO, FL 32832

ARTICLE II: DURATION

The corporation shall exist perpetually.

ARTICLE III: NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV: AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of One Dollar (\$1.00)per share. The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE V

The street address and mailing address of the initial registered office of this Corporation shall be:

13917 LA MONTE DRIVE ORLANDO, FL 32832

The name of the initial registered agent of this Corporation at that address shall be:

TRACY LEWIS

ARTICLE VI BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

TRACY LEWIS
13917 LA MONTE DRIVE
ORLANDO, FL 32832

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

TRACY LEWIS 13917 LA MONTE DRIVE ORLANDO, FL 32832

ARTICLE IX SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as part of these Articles of Incorporation.

- 1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
- 2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
- 3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation for all directors for services the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at ORLANDO,

Florida, for the uses and purposes aforesaid, this _____day of

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TRACY LEWIS/ Incorporator

Page 3 of 5

STATE OF FLORIDA COUNTY OF ORANGE

Before me personally appeared TRACY LEWIS to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Florida, this 15th day of August, 1996.

Notary Public, State of Florida at Large

My Commission Expires: 2/26/60

HEATHER A. SCARR

HEATHER A. SCARR

HOTALY DE My Comm Exp. 2.26/00

Bonded By Service Ins

No. CC535339

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DESIGNATION AND ACCEPTANCE OF

OF REGISTERED AGENT 96 AUG 19 PH 4: 12

FAIRYTALES, INC.

TALLAMASSEE, FLORIDA

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, FAIRYTALES, INC., having filed its Articles of incorporation contemporaneously herewith, with its registered office as indicated therein at ORLANDO, Florida, has named TRACY LEWIS located thereat as its registered agent to accept service of process with this state.

DATED: 8-15-96

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PRACY LEWES

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of the Florida applicable thereto.

DATED: 4-15-96

Rv.

TRACY LEWIS

Registered Agent

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