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600001933766

08/27/96--01162-01

*****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1 Planetary Products Company (Document #)

EFFECTIVE (Date)
8-23-96

2 _____ (Corporation Name) (Document #)

3 _____ (Corporation Name) (Document #)

4 _____ (Corporation Name) (Document #)

Walk In

Pick Up Time

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Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

96 AUG 27 PM 3:13
FEDERAL TRADE COMMISSION
REGISTRATION
FILED

RECEIVED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R. A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATIONS	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

M. O'NEILLER AUG 27 1996

HOLD FOR
PICKUP BY
UCC SERVICES

Examiner's Initials

ARTICLES OF INCORPORATION

OF

PLANETARY PRODUCTS COMPANY

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, does hereby adopt the following Articles of Incorporation:

8-23-94 ARTICLE I

The name of this corporation shall be PLANETARY PRODUCTS COMPANY.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be:

To purchase, sell, distribute and manufacture themed merchandise.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of

its obligations by mortgage or pledge of all or any of its property, franchises and income.

To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted to corporations under the Florida Statutes both within and without this state.

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the Florida Statutes, for the administration and regulation of the affairs of the corporation.

To make donations for the public welfare or for charitable, scientific or educational purposes.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the directors, officers and employees of the corporation, and for any or all of the directors, officers and employees of any subsidiary of the corporation.

To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is Ten Thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V

The address of the principal office of the corporation is 4601 S.W. 34th St., Suite 102, Orlando, Florida 32811. The mailing address is the same.

ARTICLE VI

The street address of the initial registered office of the corporation is 1031 W. Morse Boulevard, Suite 270, Winter Park, Florida 32789. The name of the initial registered agent at such address is Jeffrey P. Milhausen.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey P. Milhausen	P.O. Box 31 Windemere, Florida 34786

ARTICLE VIII

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey P. Milhausen	P.O. Box 31 Windemere, Florida 34786

ARTICLE IX

The date corporate existence shall begin shall be August 23, 1996, provided that these Articles are filed with the Department of State within five (5) days of the date of subscription and acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certifies that the facts herein stated are true, and accordingly, has hereunto set his hand and seal at Winter Park, in the County of Orange, State of Florida, this 23rd day of August, 1996.



JEFFREY P. MILHAUSEN

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO and subscribed before me this 23RDh day of August, 1996, by Jeffrey P. Milhausen, who is personally known to me.



Michael L. Marlowe

Notary Public, State of Florida
My Commission Expires:



MICHAEL L. MARLOWE
MY COMMISSION # CC317821 EXPIRES
October 5, 1997
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION

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.

1. The name of the corporation is: PLANETARY PRODUCTS COMPANY.
2. The name and address of the registered agent and office is:

Jeffrey P. Milhausen
1031 W. Morse Boulevard, Suite 270
Winter Park, Florida 32789


Jeffrey P. Milhausen

Title: Subscriber

Date: August 23, 1996

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.


Jeffrey P. Milhausen

DATE: August 23, 1996