

P97000001321

October 17, 1996

Florida Division of Incorporation
409 East Gaines
Tallahassee, FL 32399

100002024131--0
-12/10/96--01021--006
****122.50 ****122.50

Dear Madams and Sirs:

100002024131--0
-12/10/96--01021--006
****122.50 ****122.50

Please accept this letter as indication that Mr. Kelly is filing with the State of Florida for Incorporation. Enclosed within is Mr. Kelly's home address, 3025 Landmark Blvd. #707, Palm Harbor, FL 34684. Please direct any correspondence to this address. You may also reach him by phone (813) 933-7555 during day time hours. You are also receiving a check in the amount of \$122.50 intended for filing for incorporation as well as a regular letter and a certified letter. The Articles of Incorporation are also enclosed. Should you need additional information, please do not hesitate to utilize the methods mentioned above.

Thank you for your consideration.

524-
W916-26204

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -7 PM 12:59

97/1/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -7 PM 12: 59

December 12, 1996

JOHN KELLY
3025 LANDMARK BLVD. #707
PALM HARBOR, FL 34684

SUBJECT: IVY INC.
Ref. Number: W96000026204

We have received your document for IVY INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You may not sign or date the Articles before the actual date occurs.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 196A00055700

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -7 PM 12:59

The undersigned, for the purpose of forming a corporation under the Florida General Cooperation Act, hereby adopts the following:

ARTICLE I - NAME

The name of this corporation is Toy Inc.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares at \$1.00 par value common stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of the corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The names of the initial officers are John Kelly.

ARTICLE VI - BY LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is John Kelly.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - CORPORATE ADDRESS

The initial address in the State of the principal office of the corporation shall be:
John Kelly, 3025 Landmark Blvd. #707, Palm Harbor, FL 34684

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 of the Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designation registered agent/registered office, in the State of Florida.

1. The name of the Corporation in:

1. Kelly Inc

2. The name and address of the registered agent of Office is:

John Kelly, 3025 Landmark Blvd. #707, Palm Harbor, FL 34684

Signature of Corporate Officer

[Signature]
President

Date 1-1-97

Having been named to accept service of process above stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity and I further agree to comply with the performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

[Signature]
Signature of Registered Agent

Date 1-1-97

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - SUB-CHAPTER S CORPORATION

The corporation any elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is
JOHN KELLY, 3025 Landmark Blvd. #707, Palm Harbor, FL 34684
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 1 day of Jan, 1997

John Kelly, Signing Officer

STATE OF FLORIDA)
COUNTY OF Palm Beach)

BEFORE ME, A Notary Public authorized to take acknowledgments, in the State and County aforesaid, personally appeared (John Kelly) known to me and by me to be the person who executed the foregoing Articles of Incorporation, and s/he acknowledged before me that s/he executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this _____ day of _____.

Notary Public, State of Florida at large

My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -7 PM 12:59