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PEACOCK & GAFFNEY

PROFESSIONAL ASSOCIATION
2348 SUNSET POINT ROAD
CLEARWATER, FLORIDA 34625

RAY PEACOCK
PATRICK F. GAFFNEY +

PEGGY BURKE BEVILLE

• BOARD CERTIFIED
MARITAL & FAMILY LAWYER

(813) 796-7774
FAX (813) 797-6317

January 6, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

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-01/10/97--01099--019
***122.50 ***122.50

Re: Woogie Toys & Novelties, Inc.

Gentlemen:

Enclosed herewith please find the Charter for the above-referenced corporation, which we request that you file in your office. Also enclosed is a copy of the same, which we request that you certify and return to us.

Our check in the amount of \$122.50 is enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent	<u>35.00</u>
	\$122.50

If anything further is required, please do not hesitate to contact me.

Sincerely yours,

Ray Peacock

RP
jm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -9 PM 2:56

of 1/14/97

EFFECTIVE DATE

01/02/97

ARTICLES OF INCORPORATION
OF

WOOGIE TOYS & NOVELTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -9 PM 2:56

ARTICLE I - NAME

The name of this corporation is Woogie Toys & Novelties, Inc.
The address for the corporation is 9811 Fulton Road, Hudson,
Florida 34667. The effective date of this corporation shall be
January 2, 1997.

ARTICLE II - DURATION

This corporation shall exist for a perpetual period.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be
incorporated.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Five
Dollar (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation of the same kind, class or series as that which he
already holds, shall have the right to purchase his pro rata share
thereof (as nearly as may be done without issuance of fractional
shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 9811 Fulton Road, Hudson, Florida 34667, and the
name of the initial registered agent of this corporation at that
address is Robert Plumptre.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than four (4). The names and addresses of the initial director of this corporation are:

Sheldon M. Miller, 821 N. Belcher Road, Clearwater, FL. 34625

Barbara C. Miller, 821 N. Belcher Road, Clearwater, FL. 34625

Robert Plumpton, 9811 Fulton Road, Hudson, FL. 34667

Norina F. Plumpton, 9811 Fulton Road, Hudson, FL. 34667

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Sheldon M. Miller, 821 N. Belcher Road, Clearwater, FL. 34625

Barbara C. Miller, 821 N. Belcher Road, Clearwater, FL. 34625

Robert Plumpton, 9811 Fulton Road, Hudson, FL. 34667

Norina F. Plumpton, 9811 Fulton Road, Hudson, FL. 34667.

ARTICLE IX - BYLAWS

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

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Sheldon M. Miller and Barbara C. Miller - 50 shares

Robert Plumpton and Norina F. Plumpton - 50 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such may be offered and sold shall be further specified by

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31st day of December, 1996.


SHELDON M. MILLER


BARBARA E. MILLER


ROBERT PLUMPTON

STATE OF FLORIDA
COUNTY OF PINELLAS PASCO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN -9 PM 2:56

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared SHELDON M. MILLER and BARBARA C. MILLER who are personally known to me or produced driver's license as identification, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 31st day of December, 1997.

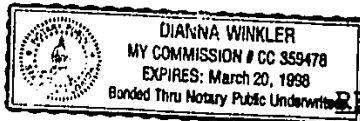


Dianna Winkler
Notary Public

STATE OF FLORIDA
COUNTY OF PASCO

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ROBERT PLUMPTON and NORINA F. PLUMPTON, who are personally known to me or produced driver's license as identification, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 31st day of December, 1997.



DIANNA WINKLER
My Commission # CC 359478
Expires: March 20, 1998
Bonded Thru Notary Public Underwriters

Dianna Winkler
Notary Public

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

Pursuant to the provisions of Section 607.0505, 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: WOOGIE TOYS & NOVELTIES, INC.

2. The name and address of the registered agent and office is

Robert Plumpton, 9811 Fulton Road, Hudson, FL. 34667

SIGNATURE: Robert Plumpton

(corporate officer)

TITLE PRESIDENT

DATE 12-31-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE Robert Plumpton