

P97000007381



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 234720 161414A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

ORDER DATE : January 23, 1997

ORDER TIME : 4:12 PM

ORDER NO. : 234720-005

CUSTOMER NO: 161414A

300002067189--8

CUSTOMER: Teri Collins, Legal Assistant
LOCKER LAW, P.A.

Suite 200
350 Fifth Avenue South
Naples, FL 33940

DOMESTIC FILING

NAME: TOM'S TOYS OF NAPLES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

SECRET
TALLAHASSEE, FLORIDA

97 JAN 24 AM 9:02

FILED

DIVISION OF CORPORATION

97 JAN 24 AM 8:22

RECEIVED

KP
1-27-97

ARTICLES OF INCORPORATION
OF
TOM'S TOYS OF NAPLES, INC.

97 FILED
JAN 24 AM 9:02
SECRET
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be:

TOM'S TOYS OF NAPLES, INC.

The principal place of business and mailing address of this corporation shall be:

2585 47th Street SW
Naples, Florida 34116

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

ARTICLE IV
REGISTERED AGENT

Initial registered office of the corporation shall be:

2585 47th Street SW
Naples, FL 34116

and the name of the initial registered agent shall be:

THOMPSON COOPER

ARTICLE V
EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PREEMPTIVE RIGHTS

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

ARTICLE VII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII
ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX
OFFICERS AND DIRECTORS

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

ARTICLE X
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

THOMPSON COOPER
2585 47th Street SW
Naples, FL 34116

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this 15TH day of JANUARY, 1997.

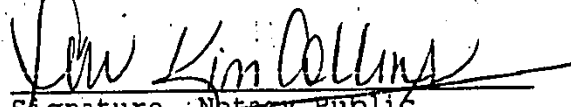


THOMPSON COOPER
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15TH day of JANUARY, 1997, by THOMPSON COOPER (✓) who is personally known to me or () who has produced _____ as identification.



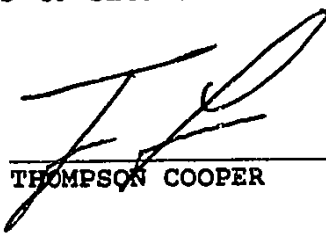


Signature, Notary Public

TERI KIM COLLINS

Print Name, Notary Public

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


THOMPSON COOPER

FILED
97 JAN 24 AM 9:02
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TALLAHASSEE, FLORIDA