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THE LAW OFFICES OF
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REPLY TO: CORAL SPRINGS

HOLLYWOOD OFFICE
2ND FLOOR
4310 SHERIDAN
HOLLYWOOD, FLORIDA 33021

PALM BEACH OFFICE
72 S.W. 6TH AVENUE
(FEDERAL HIGHWAY)
DELRAY BEACH, FLORIDA 33483

Jan. 17, 1997

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-01/23/97--01082--006
***122.50 ***122.50

Re: **FRIENDLY TOYS & GREETINGS, INC.**

Gentlemen:

Enclosed please find one original and one copy of the Articles of Incorporation of the above referenced company, together with our check in the amount of \$122.50 representing, filing fee of \$35.00, certified copy fee \$52.50, and registered agent fee of \$35.00.

Please effect immediately incorporation and forward the charter together with the certified copy of the Articles of Incorporation to this office.

Very Truly Yours,

RICHARD J. KAPLAN, P.A.



RICHARD J. KAPLAN, ESQ.

RJK/kay

Encl.

FILED
97 JAN 23 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-29-97
TD

ARTICLES OF INCORPORATION
OF
FRIENDLY TOYS & GREETINGS, INC.

FILED
97 JAN 23 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **FRIENDLY TOYS & GREETINGS, INC.**, with its principal office and mailing address of 3102 Portifino Point, #E4, Coconut Creek, FL 33066.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) share of common stock having a par value of Ten (\$.10) Cents per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such purpose, or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is 3102 Portifino Point, #E4, Coconut Creek, FL 33066, and the name of the initial Registered Agent of this corporation at that address is ISAAC GRIN. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new Registered Office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is 2. The number of Directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of each of the members of the initial Board of Directors, who unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

NAME	ADDRESS
ISAAC GRIN	3102 Portifino Point, #E4, Coconut Creek, FL 33066
LUBA STEIG	3102 Portifino Point, #E4, Coconut Creek, FL 33066

ARTICLE VIII

The name and address of each person signing these Articles

ARTICLE IX

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

ARTICLE X

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) per cent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, and shall be recognized by the Directors and shall be observed by the Officers and Agents of the corporation; and particularly, the stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholder may include in the agreement between themselves the following as valid matters of agreement, to-wit:

1. The manner and method in which and the persons by whom directors may be elected;
2. Any limitation upon the transferability or assignment of the stock;
3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock;
4. Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholder shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument signed by the persons who originally created

accomplished in accordance with the terms of the Stockholder's Agreements) consenting to the revocation and cancellation of the Agreements among the stockholders.

EXECUTED by the undersigned at Coral Springs, Broward County, Florida, on this 16 day of January, 1997.

Isaac Grin
ISAAC GRIN

State of Florida

County of Broward

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared ISAAC GRIN, to me personally known or has produced FL Drivers License as identification, who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida, this 16 day of January, 1997.

[Signature]
NOTARY PUBLIC-State of Florida

My Commission Expires:



RICHARD JULES KAPLAN
MY COMMISSION # CC324114 EXPIRES
November 12, 1997
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That **FRIENDLY TOYS & GREETINGS, INC.**, desiring to organize
or qualify under the laws of the State of Florida, has named,
ISAAC GRIN, as its Registered Agent to accept service of process
within Florida, at c/o Luba Steig, 3102 Portifino Point, #E4,
Coconut Creek, FL 33066, which address is also designated as the
registered office of the corporation first mentioned above.

Isaac Grin
ISAAC GRIN

DATED: Jan. 16, 1997

Having been named Registered Agent to accept service of
process for the above stated corporation, at the place designated
in this Certification, ISAAC GRIN, hereby agrees to act in that
capacity and further agrees to comply with the provisions of all
statutes relative to the proper and complete performance of such
duties.

Isaac Grin
ISAAC GRIN

DATED: Jan. 16, 1997

FILED
97 JAN 23 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA