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2350 CORAL WAY, SUITE 201
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TELEPHONE: (305) 854-3133 • FAX: (305) 854-3542

December 16, 1996

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

FILED
97 JAN 31 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: PEDROSO CORPORATION

Gentlemen:

Enclosed please find the original Articles of Incorporation of Pedroso Corporation, with a copy along with a check in the amount of \$122.50 for your filing fee.

In addition, I have enclosed a self addressed stamped envelope for your convenience.

Very truly yours,

F. A. Ruiz-Rojas

Signed in his absence to
FABIO A. RUIZ-ROJAS, ESQ.

FARR/mg

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 21, 1997

FABIO A. RUIZ-ROJAS
2350 CORAL WAY, SUITE 201
MIAMI, FL 33145

SUBJECT: PEDROSO CORPORATION
Ref. Number: W97000001399

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 197A00002773

FABIO A. RUIZ-ROJAS
ATTORNEY AT LAW

2350 CORAL WAY, SUITE 201
MIAMI, FLORIDA 33145

TELEPHONE: (305) 854-3133 • FAX: (305) 854-3542

January 23, 1997

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

attn: Agnes Lunt
Corporate Specialist

Re: Reference No. : W97000001399
Letter No. : 197A00002773

Dear Ms. Lunt:

Enclosed please find the letter that was sent to this office with reference to Pedroso Corporation.

I am substituting Pedroso Corporation for TEDDY BEAR, INC., and enclose the Articles TEDDY BEAR, INC., for incorporation.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



(Signed in his absence to
FABIO A. RUIZ-ROJAS, ESQ.

FARR/mg

Enc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TEDDY BEAR, INC.

THE UNDERSIGNED, has executed the following documents as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be: TEDDY BEAR, INC.

ARTICLE II.

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III.

The principal place of business and mailing address of this corporation shall be: 7046 Bera Casa Way, Boca Raton, FL 33433.

ARTICLE IV.

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

To lend money to, and use its credit to assist, its Officers and employees in accordance with Florida Statute §607.141;

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 of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or 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 its articles of incorporation or with the laws of this state, for the administration;

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

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

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 its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

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

To have and exercise all powers necessary of convenience to effect its purposes;

To indemnify any person who by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of the corporation shall be: Leyda Raya, 2116 S.W. 24th Terrace, Miami, Florida 33145.

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person and the name and address of the person who is to serve as the initial director is/are:

President, Secretary and Tres:

Leyda Raya, 2116 S.W. 24th Terrace, Miami, Florida 33145

Registered Agent:

Leyda Raya, 2116 S.W. 24th Terrace, Miami, Florida 33145

ARTICLE VIII

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

FABIO A. RUIZ-ROJAS, ESQ.
2350 CORAL WAY, SUITE 201
MIAMI, FLORIDA 33145

The undersigned has executed these Articles of Incorporation
this 14th day of January, 1996.

FABIO A. RUIZ-ROJAS, ESQ.
2350 Coral Way, Suite 201
Miami, Florida 33145
Tel: 305 854-3133

By 
FABIO A. RUIZ-ROJAS, ESQ.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision 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.

First that TEDDY BEAR, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation has named LEYDA RAYA, REGISTERED AGENT, located at 2116 S.W. 24th Terrace, Miami, FL 33145.

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 PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


LEYDA RAYA,
REGISTERED AGENT