

P97000020458

FUNSTUFF, inc.
not just for kids

5555 LINEBAUGH AVENUE, SUITE 105
TAMPA, FLORIDA 33624
TELEPHONE: (813) 963-3758 960-8222

February 18, 1997

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

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Subject: Funstuff, inc.
not just for kids

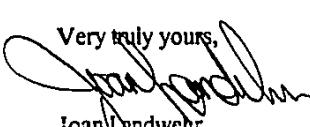
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with our check in the amount of \$ 122.50. This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation, and fee for the Registered Agent Designation for the above named corporation.

Please return our certified copy to the following address:

Funstuff, inc.
not just for kids
5555 Linebaugh Avenue, Suite 105
Tampa, Florida 33624

Very truly yours,


Joan Landwehr
President

Name OK per Sharon

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ARTICLES OF INCORPORATION

of

Funstuff, inc.
not just for kids

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Funstuff, inc.
not just for kids

ARTICLE II - PRINCIPAL OFFICE

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

5555 Linebaugh Avenue, Suite 105
Tampa, Florida 33624

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in the manufacture of textile goods and related activities or any other activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one (\$1.00) par value Common Stock, which shall be designated " Common Shares ".

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ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Joan Landwehr
5555 Linebaugh Avenue, Suite 105
Tampa, Florida 33624

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) which shall constitute a quorum. The name of the initial director of the corporation are as follows:

Joan Landwehr
5555 Linebaugh Avenue, Suite 105
Tampa, Florida 33624

ARTICLE VIII - INCORPORATOR

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

Joan Landwehr
5555 Linebaugh Avenue, Suite 105
Tampa, Florida 33624

The undersigned has executed these Articles of Incorporation this 18th day of February 1997.

Joan Handwehr President/Secretary
Joan Handwehr

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

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FEB 28 1990
SHERIFF
TAMPA
FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

Funstuff, inc.
not just for kids

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

Joan Landwehr
5555 Linebaugh Avneue, Suite 105
Tampa, Florida 33624

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

SIGNED: Joan Landwehr

DATE: 2/25/97