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WACKEEN, CORNETT & GOOGE, P.A.

97 APR 18 AM 9:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W THOMAS WACKEEN
JANE L CORNETT
HOWARD E GOOGE
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April 16, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Babes In Toyland, Inc.

400002147634--2
-04/18/97--01045--017
***122.50 ***122.50

Dear Madam or Sir:

Enclosed for filing are an original and one copy of the Articles of Incorporation and Certificate of Resident Agent for Babes In Toyland, Inc. Also enclosed is this firm's check in the amount of \$122.50, which represents the following:

Certification	\$52.50
Registered Agent Fee	\$35.00
Filing Fee	\$35.00

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be April 16, 1997.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,



Howard E. Googe, Jr., Esq.
HEG/dmj
Enclosures
cc: client

QH 4/28/97
W97-9168
PH 4/21/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1997

HOWARD E. GOOGE, JR., ESQ.
P O BOX 66
STUART, FL 34995

SUBJECT: BABES IN TOYLAND, INC.
Ref. Number: W97000009168

We have received your document for BABES IN TOYLAND, INC. 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 registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 297A00020354

ARTICLES OF INCORPORATION
OF
BABES IN TOYLAND, INC.

FILED
97 APR 18 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Babes In Toyland, Inc..

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date set forth in Article XIII of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value stock. All of said stock may be payable in any manner authorized by law.

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 it is offered to the other purchasers.

RECEIVED DATE
4-16-97

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any Director without cause from office during his term.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be April 16, 1997.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of two-thirds (2/3) of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned subscribers have executed these

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 8153 S.E. Sand Street, Hobe Sound, Florida 33455, and the name of the initial Registered Agent of this corporation at that address is Melvin Richard Loehner.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time according to the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Melvin Richard Loehner	8153 S. E. Sand Street Hobe Sound, Florida 33455
Robert K. Helton	8153 S. E. Sand Street Hobe Sound, Florida 33455
Shane Michael Loehner	8153 S. E. Sand Street Hobe Sound, Florida 33455

ARTICLE VIII - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Melvin Richard Loehner	8153 S. E. Sand Street Hobe Sound, Florida 33455
Robert K. Helton	8153 S. E. Sand Street Hobe Sound, Florida 33455

Articles of Incorporation this 16th day of April, 1997.

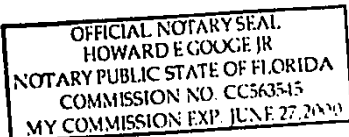

MELVIN RICHARD LOEHNER

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 15th day of April, 1997, by Melvin Richard Loehner [☒] who is personally known to me or [☐] who has produced Florida Driver's License _____ as identification.


NOTARY PUBLIC



Howard E. Googe Jr
Name of Notary Typed, Printed or Stamped

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97 APR 18 AM 9:48
TALLAHASSEE, FLORIDA

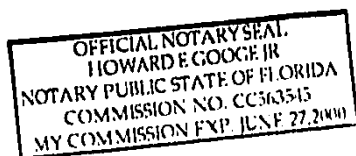

ROBERT K. HELTON

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 15th day of April, 1997, by Robert K. Helton [☒] who is personally known to me or [☐] who has produced Florida Driver's License _____ as identification.


NOTARY PUBLIC



Howard E. Googe Jr
Name of Notary Typed, Printed or Stamped

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT FOR SERVICE OF PROCESS
BABES IN TOYLAND, INC.**

FILED
97 APR 18 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

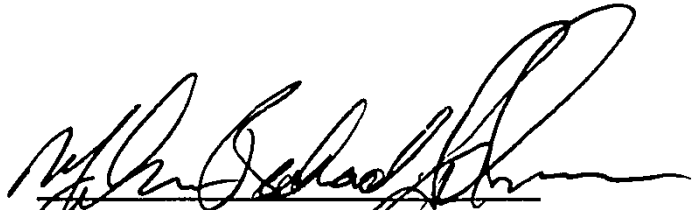
In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That Babes In Toyland, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Port Salerno, County of Martin, State of Florida, has appointed Melvin Richard Loehner, 8153 S. E. Sand Street, Hobe Sound, Florida 33455, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, and being familiar with, I hereby accept the obligations of that position and to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 16th day of April, 1997.


MELVIN RICHARD LOEHNER