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LONNIE D. LORREN, P.A.  
Attorney at Law

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
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April 29, 1997

Lonnie D. Lorren

Florida Department of State  
Division of Corporation  
Post Office Box 5588  
Tallahassee, Florida 32314

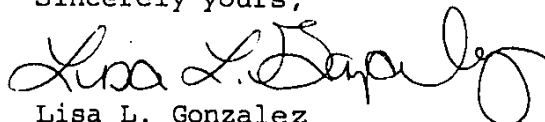
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Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for MAGIC MARKETING DISTRIBUTORS, INC. Also enclosed are checks in the amount of \$122.50 to cover the filing fees, certified copies, and Registered Agent designations for each.

Please return the certified copies of the Articles to the undersigned. Thank you in advance for your cooperation in this matter.

Sincerely yours,



Lisa L. Gonzalez  
Secretary to  
LONNIE D. LORREN

llg:

Enclosure

324 South Alcaniz St.  
Pensacola, Florida  
32501

Telephone  
(904) 432-8660

Facsimile  
(904) 432-8595

RP  
5/2/97

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

MAGIC MARKETING DISTRIBUTORS, INC.

The undersigned incorporators, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Magic Marketing Distributors, Inc. Its mailing address shall be 7439 San Ramon Drive, Milton, Florida 32583.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

1. To advertise, market and distribute licensed merchandise to the wholesale and retail market.

2. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, fraternal benefit society, state fair or exposition business.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock this corporation is authorized to issue and have outstanding initially is Ten Thousand (10,000) shares of \$.01 par value common stock. The Board of Directors shall be empowered to increase or decrease from time to time the number and classes of shares of stock authorized to be issued and outstanding.

### ARTICLE IV - DATE OF COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall commence existence on April 28, 1997, and shall exist perpetually.

### ARTICLE V - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial street address of the registered office of this corporation in the State of Florida will be 7439 San Ramon Drive, Milton, Santa Rosa County, Florida 32583. The Board of Directors may from time to time move the registered office to any other address in the State of Florida. The name of the initial registered agent of the corporation is John E. Hodges, Jr., and he can be served with legal process on behalf of the corporation at 7439 San Ramon Drive, Milton, Santa Rosa County, Florida 32583. The Board of Directors may from time to time designate a new registered agent.

### ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of directors of this corporation

shall be Two (2).

B. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

C. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the shareholders or thereafter until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>STREET ADDRESS</u>
John E. Hodges, Jr.	7439 San Ramon Drive Milton, Florida 32583
Kathy M. Hodges	7439 San Ramon Drive Milton, Florida 32583

#### ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators are:

<u>NAME</u>	<u>STREET ADDRESS</u>
John E. Hodges, Jr.	7439 San Ramon Drive Milton, Florida 32583

#### ARTICLE VIII - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be

made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 28<sup>th</sup> day of April, 1997.

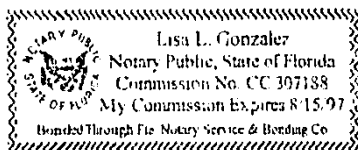
John E. Hodges, Jr. (SEAL)

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally  
appeared John E. Hodges, Jr., known to me to be the individual  
described in and who executed the foregoing Articles of  
Incorporation, and he acknowledged that he subscribed the said  
instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and  
State last aforesaid this 28<sup>th</sup> day of April, 1997.



Lisa L. Gonzalez  
Notary Public  
My Commission Expires: 8/15/97

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the  
above-stated corporation, at the place designated in this  
certificate, 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.

John E. Hodges, Jr.  
JOHN E. HODGES, JR.

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CORPORATION  
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