



THE UNITED STATES  
CORPORATION  
COMPANY

P 97000087669

ACCOUNT NO. : 072100000032

REFERENCE : 561067 151542A

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : October 10, 1997

ORDER TIME : 10:17 AM

ORDER NO. : 561067-005

CUSTOMER NO: 151542A

CUSTOMER: Lynn Walker Wright, Esq  
LYNN WALKER WRIGHT, P.A.

Suite 102  
2716 Rew Circle  
Ocoee, FL 34761

700002317527--9

DOMESTIC FILING

NAME: CELEBRITY CHARACTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 OCT 10 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
CELEBRITY CHARACTERS, INC.**

**FILED**  
OCT 10 PM 12:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**CELEBRITY CHARACTERS, INC.**

The address of the principal office of this corporation shall be 12301 Park Avenue, Windermere, Florida 34786, and the mailing address of the corporation shall be 12301 Park Avenue, Windermere, Florida 34786.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12301 Park Avenue, Windermere, Florida 34786, and the name of the initial registered agent of the corporation at that address is Jan Moriarty.

### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the director of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three (3) Directors, initially. The name(s) and address(es) of the initial member(s) of the Board of Directors is/are:

Jan Moriarty

12301 Park Avenue  
Windermere, Florida 34786

Julia A. Hobbs

215 E. Central Blvd.  
Orlando, FL 32801

James Jeffrey Coatney

P.O. Box 959  
Windermere, FL 34786

#### ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jan Moriarty  
President

12301 Park Avenue  
Windermere, Florida 34786

Julia A. Hobbs  
Vice-President of Marketing

215 E. Central Blvd.  
Orlando, FL 32801

Jeffrey Coatney  
Vice President of Creative Design

P.O. Box 959  
Windermere, FL 34786

Jan Moriarty  
Secretary

12301 Park Avenue  
Windermere, Florida 34786

Julia A. Hobbs  
Treasurer

215 E. Central Blvd.  
Orlando, FL 32801

#### ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

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

Lynn Walker Wright, Esq.  
LYNN WALKER WRIGHT, P.A.  
2716 Rew Circle - Suite 102  
Ocoee, Florida 34761

IN WITNESS WHEREOF, the undersigned agent of LYNN WALKER WRIGHT, P.A.,  
has hereunto set her hand and seal of LYNN WALKER WRIGHT, P.A. on October 7,  
1997.

LYNN WALKER WRIGHT, P.A.

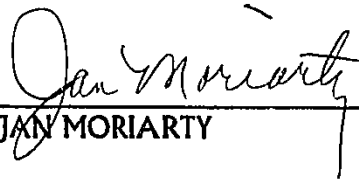
By: 

Lynn Walker Wright, Its Agent

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above-named corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By:

  
JAN MORIARTY

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