

P97000102280

November 25, 1997

Attn: New Filing Section
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

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*****70.00 *****70.00

Re: Incorporation of THE CHARACTER
LABORATORY, INC.

Dear Sir or Madame:

In regard to the above referenced matter, enclosed are the following:

1. Articles of Incorporation of The Character Laboratory, Inc. (original and one photocopy);
2. Certification of Designation of Resident Agent for The Character Laboratory, Inc. (original and one photocopy); and
3. Check made payable to the Florida Secretary of State in the amount of \$70.00.

Please date-stamp the enclosed photocopies of the Articles of Incorporation and the Certification of Designation of Resident Agent and return them to me at the address set forth below:

William J. Guyer
372 Eron Way
Winter Garden, Florida 34787


Should you have any questions regarding this matter, please feel free to contact me at (407) 877-0200. Thank you for your attention to this matter.

Very truly yours,


William J. Guyer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE CHARACTER LABORATORY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this Corporation is The Character Laboratory, Inc.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be
372 Eron Way, Winter Garden, Florida 34787.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 372 Eron Way,
Winter Garden, Florida 34787.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business
permitted under the laws of the United States and the State of
Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 372 Eron Way, Winter Garden, Florida 34787, and the name of the initial registered agent of this Corporation at that address is William J. Guyer.

ARTICLE 7

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is William J. Guyer, 372 Eron Way, Winter Garden, Florida 34787.

ARTICLE 8

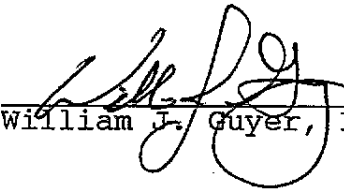
PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 24th day of November, 1997.



William J. Guyer, Incorporator

CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
THE CHARACTER LABORATORY, INC.

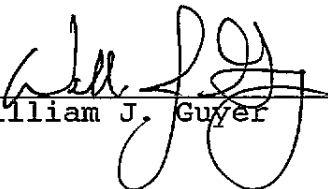
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following
is submitted:

THE CHARACTER LABORATORY, INC., desiring to organize under the
laws of the State of Florida, with its registered office as
indicated in the Articles of Incorporation, has named William J.
Guyer, located at 372 Eron Way, Winter Garden, Florida 34787, City
of Winter Garden, County of Orange, State of Florida, as its
registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this Certi-
ficate, 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 and I accept the
duties and obligations as set forth in Section 607.0505, Florida
Statutes.



William J. Guyer