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PHILIP L. HAMILTON
ATTORNEY AT LAW
4099 Tamiami Trail North, Suite 307
Naples, Florida 34103
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FILED
97 DEC 12 PM 2:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Fl. 32314

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-12/12/97--01018--005
*****70.00 *****70.00

Re: Articles for TechToys, Inc.

Dear Ladies and Gentlemen:

Regarding the above corporate name, please find enclosed the following items:

- a. Duly executed Articles with Registered Agent Appointment;
- b. Copy for time stamping and return;
- c. Check for \$70.00 covering fees; and
- d. My envelope for returning time stamped

Please approve and send back the time stamped copy.

Thank you.

Sincerely,



Philip L. Hamilton

cc: file

mm
12-12-97

ARTICLES OF INCORPORATION

OF

TECHTOYS, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned associates themselves for the purpose of forming a corporation for profit under Chapter 607, Florida Statutes, and certify as follows:

- I. NAME: The name of the Corporation is TechToys, Inc.
- II. TERM: The term of existence of the Corporation is perpetual.
- III. PURPOSE: The corporation is organized for the purpose of owning, operating, governing, administering and managing a retail for profit business and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida and these Articles of Incorporation and the laws of the United States.
- IV. POWERS: The powers of the corporation shall include and be governed by the following provisions:
 1. The corporation shall have all of the common law and statutory powers of a corporation for profit which are not in conflict with the terms of these Articles, and in addition, all the powers conferred by the Florida General Corporation Act upon a corporation.
 2. The corporation shall have all of the powers reasonably necessary to implement the powers of the corporation, including but not limited to:
 - a. To have perpetual succession by its corporate name.
 - b. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
 - c. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with

real or personal property or any interest therein, whenever situated.

d. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

e. To lend money to, and use its credit to assist its officers and employees whenever, in the judgment of the directors of the corporation, such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. The loan, guaranty, or other assistance may be with or without interest and may be unsecured or secured in such manner as the board of directors shall approve, including, without limitation, a pledge of shares of stock of the corporation.

f. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individual, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

g. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

h. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

i. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the State of Florida.

j. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

k. To sue or be sued in its corporate name.

l. To make and alter bylaws not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

m. To make donations for the public welfare or for charitable, scientific, or educational purposes.

n. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

o. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officer and employees and for any or all of the directors, officers, and employees of its subsidiaries.

p. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

V. CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is 7,500 shares, all of which shall be common stock having a par value of \$1.00 each. The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

VI. INITIAL REGISTERED OFFICE, INITIAL AGENT, PRINCIPAL OFFICE, AND ACCEPTANCE OF REGISTERED AGENT: The initial registered agent office is 4099 Tamiami Trail North, Suite 307, , Naples, Florida 34103 and the name of its initial registered agent is PHILIP L. HAMILTON. The initial principal office (and mailing address) of the corporation is 5201 Tamiami Trail North, Unit E., Naples, Florida 34103.

VII. MANAGEMENT OF THE AFFAIRS OF THE CORPORATION-OFFICERS:

The affairs of this corporation shall be managed by its officers, subject, however, to the directions of the Board of Directors, except to the extent that the Directors shall have delegated the responsibility for such management under the provisions of these Articles and in accordance with the Bylaws. The officers of this corporation shall consist of a President, a Vice President, Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors according to the Bylaws of this corporation. The Directors may, if they desire, combine the offices of Secretary and Treasurer and, in addition, provide for such other officers, agents, supervisory personnel or employees of the corporation as they shall see fit, none of which need be a member of the corporation. Commencing with the first annual meeting of the Board of Directors subsequent to incorporation,

officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the officers who are to serve until the first election by the Board of Directors are:

NAME:	ADDRESS:	POSITION:
Jeff Carlisle	5201 Tamiami Trail North, Unit E Naples, FL. 34103	President Treasurer
Thomas R. Bedell	5201 Tamiami Trail North Unit E Naples, FL. 34103	Vice President Secretary

INITIAL DIRECTORS: There shall be three (3) director of the corporation. The names and addresses of the initial board of directors who shall serve until the first election are:

NAME:	ADDRESS:
Jeff Carlisle	5201 Tamiami Trail North, Unit E Naples, FL. 34103
Thomas R. Bedell	5201 Tamiami Trail North Unit E Naples, FL. 34103

IX. REMOVAL OF OFFICERS AND DIRECTORS: The officers and directors may be removed prior to the expiration of their terms in accordance with the provisions of the Florida law applicable to corporations for profit, which provisions shall control; however, if there shall not be applicable controlling provisions of law for the removal of officers or of directors, then the following shall apply: Any officer may be removed prior to the expiration of his term of office in the manner provided hereinafter, or in such manner as provided by the Bylaws. Any officer may also be removed for cause by a two-thirds (2/3) vote of the full Board of Directors at a meeting of Directors called

at least in part for the purpose of considering such removal. Any director of this corporation may be removed with or without cause, and for any reason, upon a petition in writing of a majority of the stockholders of this corporation approved at a meeting of the stockholders called, at least in part, for this purpose, by a two-thirds (2/3) vote of the stockholders. The petition calling for the removal of such director shall set forth a time and place for the meeting of stockholders, and notice shall be given to all members of such special meeting of the stockholders at least ten (10) days prior to such meeting in the manner provided in the Bylaws for the giving of notices of special meetings. At any such meeting the director whose removal is sought shall be given the opportunity to be heard.

X: INDEMNIFICATION OF OFFICERS AND DIRECTORS: Every director and every officer of the corporation shall be indemnified by the corporation against all liability and expenses, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the corporation, whether or not he is a director or officer at the time such liability or expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

XI. INCORPORATOR: The names and addresses of the incorporators are:

NAME:	ADDRESS:
Jeff Carlisle	5201 Tamiami Trail North, Unit E Naples, FL. 34103

Thomas R, Bedell 5201 Tamiami Trail North
Unit E
Naples, FL. 34103

XII. CONTRACTUAL RELATIONS: In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any officer or director of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership, or is a party to or is pecuniarily or otherwise interested in such contract or other transaction, or is in any way connected with any person, firm, association, corporation, or partnership, that is interested therein, pecuniarily or otherwise. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he or she were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership, providing that such director shall have disclosed to all other directors at or before the meeting, or all other directors shall otherwise know the facts of such relationship or interests of the director. In any and all events, a contract or transaction which is fair and reasonable as to this corporation at the time it is authorized by the board shall nevertheless be enforceable and neither void nor voidable.

XIII. BYLAWS: The original Bylaws of this corporation shall be adopted by a majority vote of the Directors of the corporation. The Bylaws of this corporation may be amended, altered or rescinded by the Board of Directors only in the manner provided for in the Bylaws.


XIV. AMENDMENT OF ARTICLES: If the provisions of statutory law of the State of Florida applicable to this corporation shall provide an exclusive method or methods for the amendment of these Articles inconsistent with the provision hereinafter set forth, then the provisions of such law applicable to this corporation

for the amendment of these Articles shall apply. Otherwise, when the provisions of statutory law applicable to the amendment of these Articles are not exclusive or permit amendment by a process or processes set forth in the Articles, then these Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors at any meeting of all of the Directors of the corporation called, at least in part, to consider such amendment at which a all of the directors are present. If law permits, the amendatory methods set forth in this Article shall be exclusive methods for amending these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 10th day of December, 1997.

INCORPORATORS:

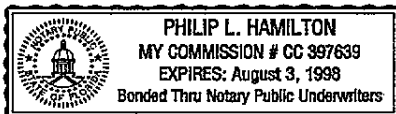

JEFF CARLISLE

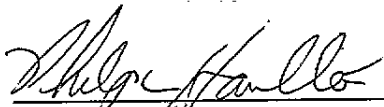

THOMAS R. BEDELL

STATE OF FLORIDA
COUNTY OF COLLIER

ACKNOWLEDGED before me by JEFF CARLISLE and THOMAS R. BEDELL, personally known to me, who took an oath, on December 10, 1997.

(SEAL)




PHILIP L. HAMILTON
NOTARY PUBLIC
MY COMMISSION EXPIRES:

THIS INSTRUMENT PREPARED BY:
PHILIP L. HAMILTON
ATTORNEY AT LAW
4099 Tamiami Trail North, Suite 307
Naples, Florida 34103
-Preparation Only-

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE MADE, IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,

THE FOLLOWING IS SUBMITTED:

TechToys, Inc., a corporation organizing under the laws of the State of Florida, with its principal place of business at 5201 Tamiami Trail North, Unit E, Naples, Florida 34103, has named Philip L. Hamilton, located at 4099 Tamiami Trail North, Suite 307, Naples, Florida 34103 as its initial registered agent to accept service of process within the State of Florida.

Dated: December 10, 1997

TechToys, Inc.

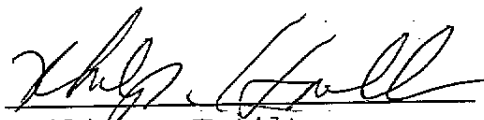
BY: 

Jeff Carlisle, President

ACCEPTANCE

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.

Dated December 10, 1997



Philip L. Hamilton
Initial Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA