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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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FAX #: (305) 716-0346

NAME: BEANIE'S BABIES, INC.

AUDIT NUMBER.....H98000003922

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BEANIE'S BABIES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

BEANIE'S BABIES, INC.

The principal place of business of this corporation shall be:

14691 S.W. 23<sup>rd</sup> Street, Ft. Lauderdale, FL 33325

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact 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.

Prepared by Ronald A. Brown  
P. O. Box 999, Winter Haven, FL 33882-0999  
(941)299-1500

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock and its part value that this corporation is authorized to have outstanding at one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

Laura Bien-Musgrave	14691 S.W. 23 <sup>rd</sup> Street
President/ <del>Treasurer</del>	Ft. Lauderdale, FL 33325

Greg Mu  
Tr.

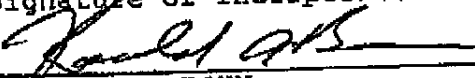
ARTICLE VI. INCORPORATOR(S)

The name and street address of the incorporator to this Articles of Incorporation is Ronald A. Brown, P. O. Box 999, Winter Haven, FL 33882-0999.

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IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation this 26<sup>th</sup> day of  
February, 1998.

Signature of Incorporator

  
RONALD A. BROWN

H98000003922

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Beanie's Babies, Inc.
2. The name and address of the registered agent and office is Laura Bien-Musgrave, 14691 S.W. 23<sup>rd</sup> Street, Ft. Lauderdale, FL 33325.

SIGNATURE

  
(Corporate Officer)

TITLE

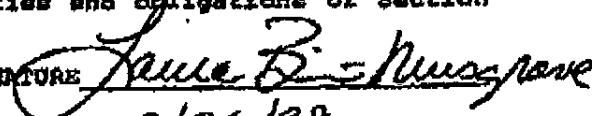
President

DATE

2/26/98

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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

SIGNATURE

  
DATE 2/26/98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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