

**CAPITAL CONNECTION, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Toys 2000, Inc.

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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File cert

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

98 APR -9 PM 12:40

FOR

TOYS 2000, INC.

The undersigned, whose names are hereunto subscribed, do hereby execute these Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the Statutes of the State providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be TOYS 2000, INC.

ARTICLE II

The principal mailing address and the registered office of said corporation shall be in Hernando County, Florida, which address shall be 8497 Elgrove Street, Spring Hill, Florida 34608, and PETER M. COUCHER is hereby designated as the registered agent for service of process for said corporation at the above address.

ARTICLE III

The general nature of the business and the objects and purposes proposed by said corporation are:

A. To own all or any interest in the business of manufacturer representatives in the toy and gift industry, and any allied or related business.

B. To own all or any interest in a given manufacturing and construction business and to operate same. To purchase or otherwise acquire, and to own, develop, sell, mortgage or otherwise dispose of, or deal in real estate, real property, and in all interests and rights therein, including options, without limits of amounts, and to the same extent as natural persons might or could do in the State of Florida, in the United States or in any part of the world.

C. To conduct its business and to have one or more offices and to acquire, hold mortgages, lease and convey real and personal property, or any interest therein, unlimited and without restriction, in any of the states or territories of the United States, or in any foreign place or country, so far as is permitted by the laws thereof.

D. To conduct and carry on any business, manufacturing or otherwise, which may be capable of being profitably carried on in connection with the corporation's business, or to carry on any business that is adapted directly or indirectly to add to the value of the corporation's property and the profits of

its authorized business.

E. To buy, or otherwise acquire, any business adapted to be carried on in connection with the corporation's business, or the promotion of business, together with the good will, rights, property and assets of all kinds hereto pertaining. To assume any liabilities of any person, firm or corporation, and to pay the same in cash, stock, debentures or other securities of the corporation.

F. To contract freely with any person, firm or corporation, private or public, and to carry out and to fulfill contracts of every sort and kind, and to purchase, lease or otherwise acquire, any and all rights, privileges and franchise convenient or profitable to carry on in connection with the corporation's purposes or business.

G. To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures or other evidence of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of same by deposited cash, sinking fund or otherwise.

H. The corporation may utilize and apply its surpluses, earnings or profits authorized by law to be reserved to the purchase or acquisition thereof of its own capital stock from time to time, and in such manner as may be legal and equitable as to other stockholders and upon such terms and conditions as its Board of Directors may determine.

I. To hold, purchase or otherwise acquire, and to sell and assign, transfer, mortgage, pledge or otherwise dispose of shares of capital and securities created or issued by any other corporation, or corporations, and the holder thereof to exercise all of the privileges of ownership, including the right to vote thereon.

J. To own, acquire, construct and operate motels, hotels, apartment houses, duplexes, restaurants, cocktail lounges, dwellings, or other income property, and to deal in the same way as a natural person might do.

K. To acquire, own, construct, maintain and operate a water or sewer utility not known as a public utility.

L. To engage in and conduct a general real estate business, acting for itself or as a broker, agent or attorney-in-fact.

M. To engage in and conduct a general construction business, including

therein designing, constructing, repairing, removing or otherwise engaging in any work upon buildings, roads, highways, manufacturing plants, and all construction work of like nature, and to enter into any contracts with or relating thereto, to lay off, plot, subdivide and in any way improve or develop lands for itself and for others. To create new lands by means of bulkheads and fills, in any public or private waters, whenever the same is authorized by law, and to dredge swamps or overflow lands and create lakes.

N. To have all the rights in any kind of property that an individual might have.

O. To do any and all things on this Certificate of Incorporation set forth as objects, purposes, powers or otherwise to the same extent and as fully as natural persons might do or could do in any part of the world as principals, agents or otherwise.

P. That the powers and objects specified in the Certificate of Incorporation, except where expressly limited herein or by operation of the law, be in no wise limited or restrained by inference from the terms of any clause in any other part of this charter, but the objects and powers specified in each of the clauses of this charter shall be regarded as independent and separate purposes and powers of the corporation.

Q. To have and to exercise any and all such other powers convenient, incident to or necessary in the proper conduct of its business and such as are granted to corporations for profit in the State of Florida, either by the terms of this charter, or by law, in express terms of or by implication, and to amend this charter in accordance with the law whenever the best interest or suitable accomplishment of any of its ends demands that it be done. No recitation or declaration of special powers or purposes herein enumerated shall be exclusive, but all lawful powers now or which may be hereafter conferred under the laws of the State of Florida are hereby included.

#### ARTICLE IV

This corporation shall be authorized to issue \$5,000.00 in stock as follows:

COMMON STOCK	\$1.00 Par Value \$1.00 Per Share A total of 5,000 shares.
PREFERRED STOCK	No preferred stock.

#### ARTICLE V

The corporation may begin business with a paid-in capital of \$500.00, which

may be in cash or the equivalent value in property.

ARTICLE VI

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VII

The number of directors of this corporation shall be two (2); however, this number may be changed from time to time by lawful amendment of the By-Laws, provided each number shall not be more than nine (9) and less than two (2).

ARTICLE VIII

The names and addresses of the organizers and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

PETER M. COUCHER  
8497 Elgrove Street  
Spring Hill, Florida 34608

LINDA M. COUCHER  
8497 Elgrove Street  
Spring Hill, Florida 34608

ARTICLE IX

The number of shares of common stock subscribed to by the said organizer is as follows:

PETER M. COUCHER - 500 shares

LINDA M. COUCHER - 500 shares

ARTICLE X

The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certificate of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effectual until and unless approved by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned organizers and incorporators have hereunto set their hands and seals this 7th day of April, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and

do hereby make and file in the Office of the Secretary of State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.

WITNESSES:

Laura J. Myers  
LAURA J. MYERS

Cheryl M. Silvia  
CHERYL M. SILVIA

Peter M. Coucher  
PETER M. COUCHER

Linda M. Coucher  
LINDA M. COUCHER

STATE OF FLORIDA:

COUNTY OF HERNANDO:

BEFORE ME, the undersigned authority, personally appeared PETER M. COUCHER and LINDA M. COUCHER, who are personally known, or who provided Fla Drivers Licenses identification, and who in my presence, hereunto subscribed their names and signatures to the foregoing Articles of Incorporation for TOYS 2000, INC.

DATED this 7th day of April, 1998.

Laura J. Myers  
Notary Public  
Typed Name of Notary: LAURA J. MYERS



Laura J. Myers  
MY COMMISSION # CC675723. EXPIRES  
December 28, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:  
\_\_\_\_\_

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.

Peter M. Coucher  
PETER M. COUCHER

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