

MARIAN PEARLMAN NEASE
Attorney At Law
The Plaza • Suite 801
5355 Town Center Road • Boca Raton, Florida 33486

561-391-4900 • Fax: 561-368-9274

P98000038843

April 24, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines
Tallahassee, Florida 32399

300002501973--5
-04/28/98--01007--001
*****70.00 *****70.00

Re: ScribbleWear, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Organization for ScribbleWear, Inc., together with a check in the amount of \$70.00 for the filing fees. Please stamp and return a copy in the enclosed envelope. Thank you.

Very truly yours,

Marian Pearlman Nease

MARIAN PEARLMAN NEASE
Enclosure

FILED
98 APR 28 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4/28/98
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ARTICLES OF INCORPORATION
OF

SCRIBBLEWEAR, INC.

FILED
98 APR 28 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation...

ARTICLE I

The name of the corporation ("Corporation") is SCRIBBLEWEAR, INC.

ARTICLE II

The existence of the corporation shall begin on the date of its incorporation by the State of Florida.

ARTICLE III

The street address of the principal office of the Corporation is 1515 N. Federal Highway, Suite 200, Boca Raton, Florida 33432.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Suite 801, 5355 Town Center Road, Boca Raton, Florida 33486. The initial registered agent for the Corporation at that address is Marian Pearlman Nease.

ARTICLE VI

The initial board of directors shall consist of one member. The

name and address of the person who will serve on the initial board of directors is:

Name	Address
Martin Weissberg	1515 N. Federal Highway Suite 200 Boca Raton, Florida 33486

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Marian Pearlman Nease	5355 Town Center Road Suite 801 Boca Raton, Florida 33486

ARTICLE VIII

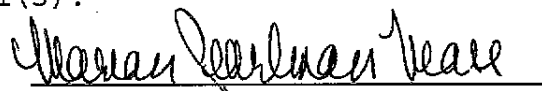
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 24th day of April, 1998.


Name: Marian Pearlman Nease

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SCRIBBLEWEAR, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Marian Pearlman Nease

Date: April 24, 1998

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