

**WOLF & SHORT**  
LAW OFFICES  
PROFESSIONAL ASSOCIATION  
CENTURY EXECUTIVE COMPLEX  
3737 RIVERVIEW BOULEVARD, WEST, SUITE 203  
TALLAHASSEE, FLORIDA 32317  
(904) 731-0211  
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TAXATION  
WILLS, ESTATES & ESTATE PLANNING  
CORPORATION & BUSINESS LAW

April 28, 1998

Barbara Keys  
Leon Branch  
Attorney's Title Fund, Inc.  
660 E. Jefferson Street, Suite 200  
Tallahassee, FL 32301

Re: ChildsPlay & Park Products, Inc.

700002505477--9  
-04/29/98-01068-026  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Barbara:

Enclosed for filing with the Secretary of State are duplicate original Articles of Incorporation of ChildsPlay & Park Products, Inc.

Also enclosed is our firm check payable to the Florida Department of State in the amount of \$122.50 to cover the following:

Filing fee Articles of Incorporation	\$35.00
Filing fee Designation of Registered Agent	35.00
Certified Copy	<u>52.50</u>
	\$122.50

When these Articles have been filed, please return a certified copy to the undersigned.

Thanking you, I am

Very sincerely yours,  
WOLF & SHORT, P.A.

By F. R. Short, Jr.  
Frederick R. Short, Jr.

FRS/mm  
Enclosures

FILED  
98 APR 29 PM 3:30  
RECEIVED  
98 APR 29 PM 1:53  
SECRETARY OF STATE  
DIVISION OF CORPORATE REGISTRATION  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CHILDSPLAY & PARK PRODUCTS, INC.

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98 APR 29 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLE I

Name

The name of this Corporation is CHILDSPLAY & PARK PRODUCTS, INC.

ARTICLE II

Principal Office

The principal office of this corporation shall be 6541 Solandra Drive South, Jacksonville, Florida 32210.

ARTICLE III

Duration

This corporation shall have perpetual existence.

ARTICLE IV

Purposes and Powers

The nature and purposes of the business to be carried on by CHILDSPLAY & PARK PRODUCTS, INC., are to engage in the marketing, retail, wholesale, sale, installation and servicing of park and playground equipment and in any activity or business permitted under the laws of the United States and of the State of Florida.

The corporation shall have all powers of a general corporation for profit under Chapter 607, Florida Statutes, or any amendment thereto.

ARTICLE V

Capital Stock

The maximum number of shares of capital stock which this corporation is authorized to issue or to have outstanding at any one time is 1,000,000 shares of common capital stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6541 Solandra Drive South, Jacksonville, Florida 32210, and the name of the initial registered agent of this corporation at this address is Arthur J. Banks.

ARTICLE VII  
Exercise of Corporate Power

All corporate powers, including setting officers' salaries, shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by the Board of Directors as provided in the By-Laws. The initial Board of Directors shall consist of one (1) Director and the sole Director will be:

Arthur J. Banks

6541 Solandra Drive S.  
Jacksonville, FL 32210

ARTICLE VIII  
Incorporator

The name and address of the individuals signing these Articles are:

Arthur J. Banks

6541 Solandra Drive S.  
Jacksonville, FL 32210

ARTICLE IX  
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X  
Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the extent permitted by law.

ARTICLE XI  
Amendment

These Articles of Incorporation may be amended in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII  
Restriction on Transfer of Shares

No shareholder shall transfer or encumber his shares during his lifetime to any person not a shareholder in the corporation unless the transferring shareholder first obtains in writing the unanimous consent of the remaining shareholders.

ARTICLE XIII  
Effective Date

These Articles of Incorporation shall become effective on the date they are accepted and filed by the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28th day of April, 1998.

A handwritten signature in black ink, appearing to read 'Arthur J. Banks', is written over a horizontal line.

Arthur J. Banks  
Incorporator

## DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE


April 28th, 1998

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

CHILDSPLAY & PARK PRODUCTS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Jacksonville, County of Duval, State of Florida, has named Arthur J. Banks, located at 6541 Solandra Drive South, County of Duval, State of Florida 32210, as its Agent to accept service of process within this State.

### ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes.

  
ARTHUR J. BANKS

**FILED**  
98 APR 29 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA