

Charter Number Only

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5/18/98
Requestor's Name
Roy Mascari, CPA
Address
9250 NW 36 St.
Miami, FL 33178
City State ZIP Phone
#499-6715

REINSTATEMENT ONLY

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CORPORATION(S) NAME

Toontown, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

TOONTOWN, Inc.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be ToonTown, Inc.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum share of stock, with ten cents (.10) par value that this corporation is authorized to have outstanding at any time is One Thousand (1000) Shares.

ARTICLE IV

The amount of capital with which this Corporation will begin business will not be less than One Hundred (\$100) dollars.

ARTICLE V

The Capital Stock of this Corporation shall be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as added by the Small Business Tax Provisions of 1958. All of the Stocks and Securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The principal office of this Corporation shall be 9610 SW 127th Avenue, Miami, Florida, 33186.

ARTICLE VIII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

Gonzlo Perez	9610 SW 127th Avenue
Pres./Sec./Dir.	Miami, Florida 33186

Celia Perez	9610 SW 127th Avenue
VP/Tres/Dir	Miami, Florida 33186

ARTICLE IX

The name and address of the incorporator executing these Articles of Incorporation is:

Gonzalo Perez	9610 SW 127th Avenue
Incorporator	Miami, Florida 33186

Celia Perez	9610 SW 127th Avenue
Incorporator	Miami, Florida 33186

ARTICLE X

Limitations of Corporate Stock:

No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock to be sold. The stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XI

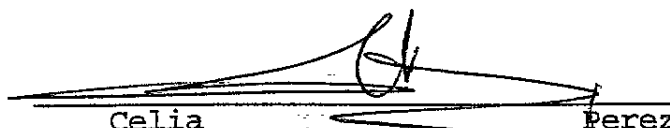
The Corporation shall have the further right and power to , from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspecting any account book or document of this Corporation, except as conferred by Statute, unless authorized by resolution of the stockholders of Board of Directors. The Corporation, in its By-laws, confers power upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provision of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

We, the undersigned, being each and all of the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 8th day of
May, 1998.


Gonzalo Perez
Pres./Dir./Incorporator


Celia Perez
VP/Dir./Incorporator

STATE OF FLORIDA)

) SS

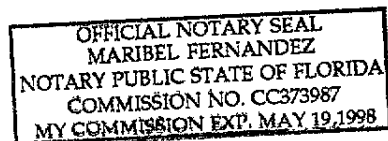
COUNTY OF DADE)

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared: Gonzalo Perez and Celia Perez who, after being duly sworn by me, depose and says that he signed the above and foregoing Certificate of Incorporation for the purpose therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 18th day of May A.D. 1998.

Maribel Fernandez

Notary Public, State of Florida
at Large



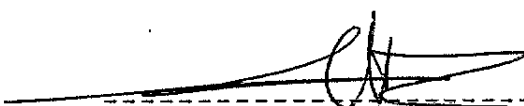
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That TOONTOWN, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Celia Perez located at 9610 SW 127th Ave., Miami, Florida 33186, City of Miami, County of Dade, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Celia Perez

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TALLAHASSEE, FLORIDA