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FEDERAL EXPRESS

June 4, 1998

State of Florida
Department of Corporations
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Collectible Beanies, Inc.

100002549001--1

-06/05/98--01075--002

***122.50 ***122.50

Dear Sir/Madam:

Enclosed is one (1) original and one (1) copy of the Articles of Incorporation for Collectible Beanies, Inc. Please file the original in your office and return to us one file-stamped certified copy. Please return the certified copy via Federal Express, account #1049 5193 5.

I have also enclosed a check in the amount of \$122.50 to cover the following:

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

If you have any questions or need any additional information, please do not hesitate to contact the undersigned. Thank you for your attention to this matter.

Very truly yours,
David A. Carter, P.A.

By: Susan M. Massinger
Susan M. Massinger
Legal Assistant

SMM/mmi
cc: Erin Ervin
collectible\articles.cvr

449-13083



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 8, 1998

DAVID A. CARTER, P.A.
2300 GLADES ROAD
SUITE 210, WEST TOWER
BOCA RATON, FL 33431

SUBJECT: COLLECTIBLE BEANIES, INC.
Ref. Number: W98000013083

We have received your document for COLLECTIBLE BEANIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 198A00032141

ARTICLES OF INCORPORATION
OF
COLLECTIBLE BEANIES, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be:

Collectible Beanies, Inc.
One Pompano Square, #F11
Pompano Beach, Florida 33062

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida for corporations.

ARTICLE III

The Capital stock of this Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
10,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be located at One Pompano Square, #F11, Pompano Beach, Florida 33062, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Erin Ervin.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time-to-time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the Stockholders.

ARTICLE VII

The name and address of the first director of the corporation who shall hold office for the first year or until his successor(s) is duly elected and qualified, shall be:

Erin Ervin
One Pompano Square, #F11
Pompano Beach, Florida 33062

ARTICLE VIII

The name and address of the incorporator is:

Erin Ervin
One Pompano Square, #F11
Pompano Beach, Florida 33062

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director of such other corporation, or who is so interested, may be counted in determining the existence of quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XII

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be repealed or amended and new By-Laws may be adopted by either the Board of Directors or the Shareholders.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida under the laws of Florida, make and file these Articles of Incorporation, hereby certifying and declaring that the facts stated herein are true, and hereunto set my hand and seal this 13th day of January, 1998.



Erin Ervin
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of the State of Florida, the
following is submitted:

1. Collectible Beanies, Inc. desiring to organize under the
laws of the State of Florida, has named Erin Ervin its statutory
registered agent.

Having been named the statutory agent of the above-named
Corporation at the place designated in this certificate, I hereby
accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the
registered office open.


Erin Ervin
Registered Agent

Dated this 3rd day of June, 1998

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this
3rd day of June, 1998, by Erin Ervin as Incorporator and as
Registered Agent of Collectible Beanies, Inc. on behalf of the
Corporation.

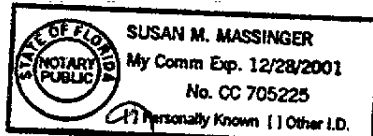
SWORN AND SUBSCRIBED BEFORE ME Erin Ervin did personally
appear.

2 personally known to me for 1 years.

produced the following identification: _____


Notary Public

My Commission Expires:



collectible\articles.inc