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LAW OFFICES OF NORMAN LINDER HULL

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June 25, 1998

Secretary of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-06/30/98--01004--002  
\*\*\*\*122.50 \*\*\*\*122.50

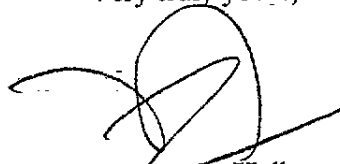
Re: Beanie World, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Beanie World, Inc. Please file the original articles and return a copy to me. I have enclosed this firm's check #1169 in the amount of \$122.50 for the filing of these articles.

If possible, please be so kind as to fax to the undersigned a copy of the filed articles at (407)423-2842. Thank you for your assistance in this matter.

Very truly yours,

  
Norman L. Hull

NLH/blr  
Enclosures

*Dmc*  
*6/30/98*

**FILED**  
98 JUN 29 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**BEANIE WORLD, INC.**

**FILED**  
98 JUN 29 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby certifies as follows:

**ARTICLE I**

The name of the corporation shall be **BEANIE WORLD, INC.**.

**ARTICLE II**

The corporate existence shall begin upon the filing of these Articles by the Department of State of the State of Florida. The duration of the corporation shall be perpetual.

**ARTICLE III**

This corporation is formed for the purpose of engaging in marketing and selling tourist gift and other related items and any and all related business activities. This corporation may also engage in any lawful business for which a corporation may be incorporated under the laws of the State of Florida. This corporation shall have and may exercise any and all powers necessary, or convenient or incidental to the carrying out any business in which it may be engaged.

**ARTICLE IV**

There shall be a Board of Directors of the corporation initially consisting of one member, namely **MICHAEL A. LEVIN**, under whom the business and affairs of the corporation shall be conducted. All corporate powers shall be exercised by or under the authority of the Board of Directors. The number of the members of the Board of Directors may be changed from time to time as provided in the bylaws.

## ARTICLE V

The initial officers of the corporation and their addresses are as follows:

Michael Levin, President	9050 Pinnacle Circle, Windermere, Florida 34786
Clark Anne Connie Levin, Vice President	9050 Pinnacle Circle, Windermere, Florida 34786
Michael Levin, Treasurer	9050 Pinnacle Circle, Windermere, Florida 34786
Clark Anne Connie Levin, Secretary	9050 Pinnacle Circle, Windermere, Florida 34786

## ARTICLE VI

The aggregate numbers of shares which the corporation shall have authority to issue is one hundred (100), having a par value of One Dollar (\$1.00) per share.

## ARTICLE VII

The street address of the corporation's principal office for the conduct of business is 9050 Pinnacle Circle, Windermere, Florida 34786. The street address of the corporation's initial registered office is 537 North Magnolia Avenue, Orlando, Florida 32801, and the name of the corporation's registered agent at that address is Norman L. Hull, Esq.

## ARTICLE VIII

The name and address of the corporation's sole incorporator is Michael Levin, President 9050 Pinnacle Circle, Windermere, Florida 34786.

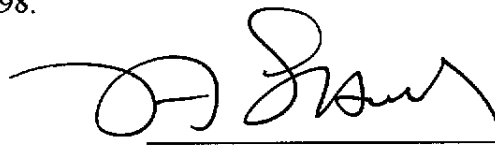
IN WITNESS WHEREOF these articles have been executed by the undersigned this 19<sup>th</sup> day of June, 1998.

  
\_\_\_\_\_  
MICHAEL LEVIN, incorporator

## ACCEPTANCE OF RESIDENT AGENT

The undersigned, having been named Resident Agent for BEANIE WORLD, INC., hereby accepts said designation and agrees to act in said capacity at the place identified in the Articles of Incorporation, namely, 537 N. Magnolia Avenue, Orlando, Florida 32801. The undersigned further agrees to comply with the provisions of all statutes relative to the performance of his duties as Registered Agent.

Dated this 22<sup>nd</sup> day of June, 1998.

  
\_\_\_\_\_  
Norman L. Hull  
Registered Agent

**FILED**  
98 JUN 29 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA