

P98000066451

Mark Thompson
4747 N. Lakeland Hills Blvd
Suite 378
Lakeland, FL 33805-9577

July 23, 1997

Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

500002599165--9

-07/27/98--01050--018
****122.50 ****122.50

EFFECTIVE DATE

07-25-98

Subject: Lullaby Treasure Chest, Inc.

Attached please find an original and one (1) copy of the Articles of Incorporation of Lullaby Treasure Chest, Inc. Certificate of Designation Registered Agent/ Registered Office and a check for the amount of \$122.50.

From: Mr. Mark S. Thompson
4747 North Lakeland Hills Blvd
Suite 378
Lakeland, FL 33805-9577
(941) 688-0270
FAX: (941) 680-2806

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 11:42

RP
07-29-98

**ARTICLES OF INCORPORATION
OF
LULLABY TREASURE CHEST, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 11:42

ARTICLE ONE

The name of the corporation is Lullaby Treasure Chest, Inc.

ARTICLE TWO

EFFECTIVE DATE
07-25-98

The Corporation shall be effective July 25, 1998. The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The classes, number and par value of shares which the corporation shall have authority to issue without further report to the Secretary of State are:

Class of shares:	Number of shares:	Par value of shares:
Common	50,000	\$ 1.00
Preferred Series A: 8% Cumulative Nonparticipating	10,000	\$100.00
Preferred Series B: 6% Cumulative Participating Convertible	20,000	\$ 50.00

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be 3255 Cross Fox Drive, Mulberry, Florida 33860.

ARTICLE SIX

The street address of its initial registered office is 3255 Cross Fox Drive, Mulberry, Florida, and the name of its initial registered agent at such address is Donald Williams.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until the director's successor is elected and qualified is:

Name: _____ **Mailing address:** _____

[illegible]

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of the incorporator is:

Name: _____ **Mailing address:** _____

Mark Thompson 4747 North Lakeland Hills Blvd, Suite 378, Lakeland Florida 33805-9577

ARTICLE TEN

The powers of the incorporator ceases upon the filing of the Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 23rd day of July, 1998.

A handwritten signature in cursive script, appearing to read "Mats John", is written over a horizontal line.

Incorporator

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Lullaby Treasure Chest, Inc.
2. The name and address of the registered agent and office is:

Donald Williams
3255 Cross Fox Drive
Mulberry, Florida 33860

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Donald W. Williams

Donald Williams

7-25-98

Date

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