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FACELESS DOLLS & NOVELTIES, INC.
7784 WEST 29TH LANE #102
HIALEAH, FLORIDA 33018

December 3, 1998
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****122.50 *****78.75

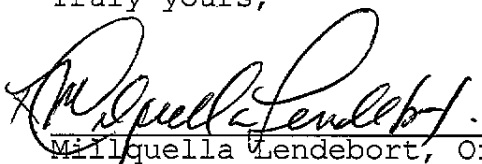
Florida Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 33314

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for FACELESS DOLLS & NOVELTIES, INC., and a check for \$122.50

We request a certified copy of the Articles of Incorporation to be sent to the corporation at the above indicated address.

Truly yours,


Millquella Lendebort, Officer

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FACELESS DOLLS & NOVELTIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:

FACELESS DOLLS & NOVELTIES, INC.

The principal place of business of this corporation shall be
7784 WEST 29TH LANE # 102 HIALEAH, FLORIDA 33018

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation

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TALLAHASSEE, FLORIDA

is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 7784 WEST 29TH LANE #102 HIALEAH, FL.33018, and the initial registered agent of the corporation at that address is MILQUELLA LENDEBORT.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have 1 director(s), initially. The names and street addresses of the initial member(s) of the Board of Directors is:

MILQUELLA LENDEBORT
7784 WEST 29TH LANE #102 HIALEAH, FL. 33018

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

MILQUELLA LENDEBORT
7784 WEST 29TH LANE #102 HIALEAH, FL. 33018

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation are: _____

MILQUELLA LENDEBORT
7784 WEST 29TH LANE #102 HIALEAH, FL. 33018

IN WITNESS WHEREOF, I have subscribed my name at Miami,
Florida, on this 31^D day of December, 1998.

Milquella Lendebort
Incorporator

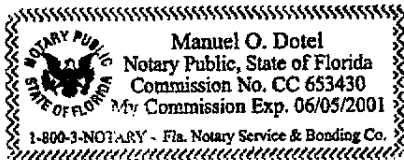
STATE OF FLORIDA)
)
COUNTY OF DADE)
_____)

On this 31^D day of December, 1998, before me
the undersigned officer personally appeared MILQUELLA,
known to me to be the person whose name is subscribed to the
instrument within, and acknowledged that she executed the
instrument for purpose contained in the instrument.

IN WITNESS WHEREOF, I sign here and set my official seal.

Commission Expires:

Manuel O. Dotel
Notary Public



REGISTERED AGENT DESIGNATION CERTIFICATE

The undersigned, as an officer of FACELESS DOLLS & NOVELTIES, INC. authorized to sign this designation on behalf of FACELESS DOLLS & NOVELTIES, INC., hereby states:

I.

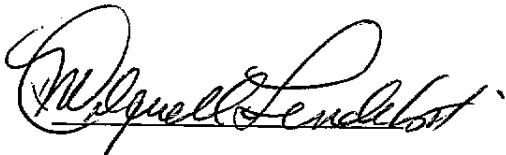
The address of this corporation's registered office shall be:

7784 WEST 29TH LANE #102
HIALEAH, FL. 33018

II.

The name of the individual who shall serve as this corporation's registered agent at that address is:

MILQUELLA LENDEBORT



Corporate officer

ACCEPTANCE

I hereby accept the designation as the registered agent for
FACELESS DOLLS & NOVELTIES, INC.


Registered Agent

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TALLAHASSEE, FLORIDA

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