

ST. ARNOLD & STEARNS

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Of Counsel

Kim L. Kaszuba, Esq.

P99000000406

December 31, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

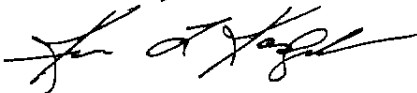
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-01784755-01081-0087
*****70.00 *****70.00

RE: TOYS FOR TODDLERS, INC.

Dear Sir/Madam:

Enclosed please find for filing the original and one copy of the Articles of Incorporation for the referenced corporation. I have also enclosed our firm's check in the amount of \$70.00 for the filing fee. Kindly return a filed copy of the Articles to my office in the self-addressed envelope enclosed herein.

Sincerely,



Kim L. Kaszuba

KLK/jp
Enclosures

FILED
99 JAN -4 PM 4: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 4 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TOYS FOR TODDLERS, 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 - NAME

The name of the corporation shall be TOYS FOR TODDLERS, INC.

ARTICLE II - LOCATION

The location of this corporation shall be:

6553 - 46th Street North, Building 9, Suite 900, Pinellas Park, Florida 33781

ARTICLE III - NATURE OF BUSINESS

The 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 IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent of this corporation at that address is Kim Kaszuba, Esquire.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DIRECTORS

The corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

James Slayton
6848 Circle Creek Drive
Pinellas Park, FL 33781

Tamara Slayton
6848 Circle Creek Drive
Pinellas Park, FL 33781

ARTICLE VIII - OFFICERS

The names 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 are:

James Slayton
6848 Circle Creek Drive
Pinellas Park, FL 33781

President/Secretary

Tamara Slayton
6848 Circle Creek Drive
Pinellas Park, FL 33781

Vice President/Treasurer

ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
James Slayton	6848 Circle Creek Drive Pinellas Park, FL 33781	50
Tamara Slayton	6848 Circle Creek Drive Pinellas Park, FL 33781	50

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

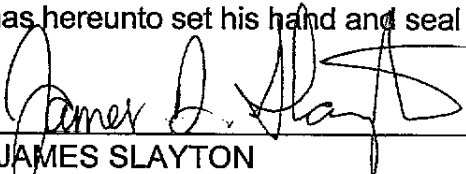
ARTICLE XI - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates.

ARTICLE XII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

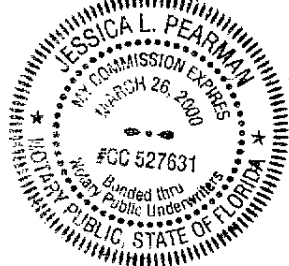
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 31st day of December, 1998.



JAMES SLAYTON
President/Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 31st day of December, 1998, by JAMES SLAYTON, who is personally known to me or who has produced FL - Drivers License as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.



NOTARY PUBLIC:

SIGN 


PRINT Jessica L. Pearman

State of Florida at Large (Seal)

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.



Kim L. Kaszuba, Esquire

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99 JAN -4 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA