TRANSMITTAL LETTER

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

100002791641--9

-03/02/99--D1020--019 *****78.75 *****78.75

B. BROCK MAR

SUBJECT: Timele	ess Toys,	Inc.			
\ <u></u>		e name - must include	suffix)		
Enclosed is an original artor: \$70.00 Filling Fee	nd one (1) cop \$78.75 Filing Fee & Certificate	oy of the articles of \$122.50 Filing Fee & Certified Copy	of incorporati \$131 Filing F Certified & Certified	.25 ee, Copy	neck
FROM:	3573 PAIM 727	FAIRWAY FORE Address HARBOR, FL	ST DR	TALLAHASSEE, FLORIDA	FILED 99 MAR -2 AHII: 30
				- neock	MAR 5 1999

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPATION

The undersign incorpator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Timeless Toys, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 832 Dodecanese Blvd.

Tarpon Springs, FL 34689

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares common Par Value of one dollar (\$1.00)

ARTICLE IV INITAL REGISTERED AGENT AND STREET ADDRESS

The name and address or the initial registered agent is:

Stanley J. Shible 3573 Fairway Forest Dr. Palm Harbor, FL. 34685 99 MAR -2 AM II: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Stanley J. Shible 3573 Fairway Forest Dr. Palm Harbor, FL 34685 Barbara C. Shible 3573 Fairway Forest Dr. Palm Harbor, FL 34685

The undersigned incorporator(s) has (have) executed these Articles of Incorporation

this 26 day of Februrary, 1999,

Signature

Signature

Articles of Incorporation Filing Fee - \$ 35.00

CERTIFICATE OF DESIGNATION OF 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: TIMELESS TOYS, INC.	
		an
2.	The name and address of the registered agent and office is:	
	Stauley J. Shible	- · ·
	(Name)	
	3573 FAIRWAY FOREST DR.	<u>*</u>
	(P.O. Box <u>not</u> acceptable)	
	PALM HARBOR, FL 34685	
	(City/State/Zip)	-

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.