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August 2, 1999

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

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-08/09/99--01098--003
*****70.00 *****70.00

RE: Incorporation of

Dear Secretary of State:

Please file the enclosed Articles of Incorporation for Dixies, Inc. and Certificate Designating Registered Agent. My check for \$70.00 is enclosed for your service. Please return a copy of the recorded articles in the enclosed S.A.S.E.

The second name choice is Dixies.net, Inc.

If you need anything additional or have any questions, please do not hesitate to contact me.

Very truly yours,


WILLIAM R. WOHLISIFER

Encs.

Sherre Melvin GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art I
DATE 8-16-99
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

DIXIES.NET, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE NAME & ADDRESS

The corporation is Dixies.Net, Inc. Its principal office and place of business is located at 2851 Enterprise Road, DeBary, Florida 32713. Its mailing address is P.O. Box 5249, DeBary, Florida 32728.

ARTICLE TWO CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of wholesale and retail sales of toys, pranks, gifts and novelties for profit.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2851 Enterprise Road, DeBary, Florida 32713, and the name of its initial registered agent is Charles Bob Benson.

**ARTICLE SIX
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

CHARLES BOB BENSON, 2851 Enterprise Road, DeBary, Florida 32713

KATHERINE M. BENSON, 2851 Enterprise Road, DeBary, Florida 32713

**ARTICLE EIGHT
INITIAL OFFICERS**

The names and addresses of the persons who are to serve as the initial officers of the corporation are:

CHARLES BOB BENSON, President, Treasurer

KATHERINE M. BENSON, Vice President

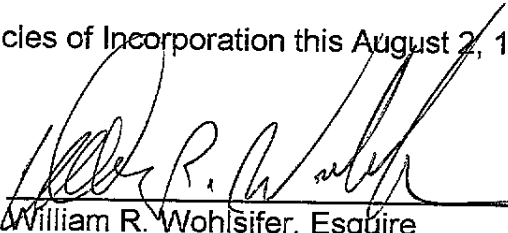
CHRISTAL L. CULLYMORE, Secretary

**ARTICLE SEVEN
INCORPORATORS**

The name and address of the incorporator is:

William R. Wohlsifer, P.A., P.O. Box 6003, Daytona Beach, FL 32122.

The undersigned has executed these Articles of Incorporation this August 2, 1999, at Daytona Beach, Volusia County, Florida.


William R. Wohlsifer, Esquire


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

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: Dixies.Net, Inc.
2. The name and street address of the registered agent and office is:

Charles Bob Benson
2851 Enterprise Road
DeBary, FL 32713

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.

 Dated: 8/4/99
Charles Bob Benson

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SECRETARY OF STATE
TALLAHASSEE, FL 32399