

August 9, 1999

P 990000 75234

Hon. Catherine Harrington
Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32304

Re: BUDDY TOYS, INC.

500002962725-9
-08/18/99-01019-011
*****78.75 *****78.75

Dear Secretary Harrington:

EFFECTIVE DATE
8-20-99

I am enclosing the original and one copy of Articles of Incorporation for the above company, together with a Certificate Designating the Place for Service of Process and naming the agent upon whom process may be served.

Also enclosed is trust check no 1905 for \$78.75 to cover your fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely



Kevin V. Canipelli

KVC/nk
Enc.

FILED
99 AUG 18 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER

AUG 23 1999

ARTICLES OF INCORPORATION

The undersigned hereby associates for the purpose of becoming a corporation under the laws of the State of Florida, providing of the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the Corporation shall be: **BUDDY TOYS, INC.**

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The total number of shares of capital stock which may be issued by this Corporation is 1,000 with a nominal or par value of \$.10 per share, all of which shall be common stock and shall be fully paid and non-assessable.

ARTICLE IV

This Corporation shall begin with August 20, 1999 and shall have perpetual existence.

ARTICLE V

The principal office of this corporation is 4541-3A St Augustine Rd., Jacksonville, Florida 32207-7289 and the name of the initial Registered Agent of this Corporation shall be James A. Swisher and the initial registered office of this corporation shall be at 4541-3A St. Augustine Rd., Jacksonville, Florida 32207-7289.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders but shall never be less than one.

ARTICLE VII

The names and addresses of the initial director who shall hold office for the first year or until his successors are chosen and have qualified shall be: James A. Swisher 4541-3A St. Augustine Rd., Jacksonville, Florida 32207-7289.

EFFECTIVE DATE

8-20-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VIII

The name and address of the person signing these Articles is: James A. Swisher, 4541-3A St. Augustine Rd., Jacksonville, Florida 32207-7289.

ARTICLE IX

The articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this 6th day of August, 1999.


JAMES A. SWISHER


STATE OF FLORIDA)

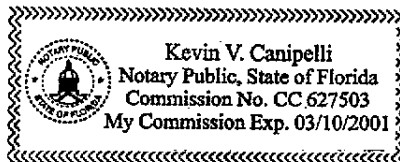
) ss

COUNTY OF DUVAL)

BEFORE ME, a Notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared ___ who produced a current Florida driver's license as identification or X to me personally known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6th day of August, 1999.


KEVIN V. CANIPELLI
NOTARY PUBLIC, STATE OF FLORIDA



**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of section 48.091 and Section 607.034 (3), Florida Statutes, the following is submitted in compliance with said sections:

BUDDY TOYS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the city of Jacksonville, County of Duval, State of Florida has named **JAMES A. SWISHER**, as its Registered Agent to accept service of process within this State, who is located at the following registered office: 4541-3A St. Augustine Rd., Jacksonville, Florida 32207-7289.

ACKNOWLEDGMENT AND ACCEPTANCE;

Having been named as the Registered Agent for the above Corporation for the purpose of accepting service of process at the registered office designated in this Certificate, I hereby accept such appointment and agree to act in such capacity, I agree to comply with the provisions of said sections relative to keeping open the registered office.

Dated this 6th day of August 1999.



JAMES A. SWISHER
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA