

*Selman & Claire*

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AND COUNSELORS AT LAW

SUITE 106, SCHEVER INTERNATIONAL PLAZA  
7280 W. PALMETTO PARK ROAD  
BOCA RATON, FLORIDA 33433  
TELEPHONE (561) 391-5555  
FACSIMILE (561) 395-5012

RICHARD M. SELMAN, P.A.  
ROBERT I. CLAIRE, ESQUIRE, P.A.\*\*  
\* ALSO ADMITTED IN NEW JERSEY  
\*\* CERTIFIED PUBLIC ACCOUNTANT

FILED  
99 AUG 31 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P 990000 79081

August 26, 1999

**FEDERAL EXPRESS**

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

200002974812--4  
-08/31/99--01056--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: Natural Wonders America, Inc.**

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

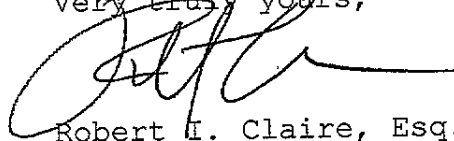
Also enclosed is check in the amount of \$78.75 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	8.75
Reg. Agent	<u>35.00</u>
Amount	\$ 78.75

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,



Robert I. Claire, Esq.

RIC/jc  
Enclosures/check

F. CHESSE SEP 7 1999

**ARTICLES OF INCORPORATION**

**OF**

**NATURAL WONDERS AMERICA, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

**NATURAL WONDERS AMERICA, INC.  
4100 N. Powerline Road, Unit U-1  
Pompano Beach, FL 33073**

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To buy and sell products on a wholesale and retail basis.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Rachelle Friedland, Director	4100 N. Powerline Road Unit U-1 Pompano Beach, FL 33073
Stephen Schoenberg, Director	4100 N. Powerline Road Unit U-1 Pompano Beach, FL 33073

ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Frank Friedland, President	4100 N. Powerline Road Unit U-1 Pompano Beach, FL 33073
Stephen Schoenberg, Vice President	4100 N. Powerline Road Unit U-1 Pompano Beach, FL 33073
Rachelle Friedland, Secretary	4100 N. Powerline Road Unit U-1 Pompano Beach, FL 33073
Robert Goldberg, Treasurer	4100 N. Powerline Road Unit U-1 Pompano Beach, FL 33073

ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

Rachelle Friedland	4100 N. Powerline Road Unit U-1 Pompano Beach, FL 33073
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ARTICLE IX

AMENDMENT

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

ARTICLE X

SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and

transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 26<sup>th</sup> day of August, 1999.

R. Friedland  
Rachelle Friedland

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of August, 1999, by Rachelle Friedland who is personally known to me or who has produced Fla drivers license as identification and who did/did not take an oath.

My commission expires:

Karen C. Richardt  
NOTARY PUBLIC

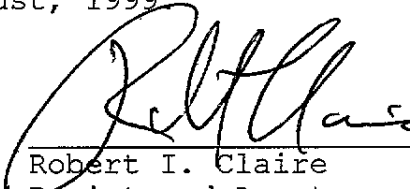


Karen C. Richardt  
MY COMMISSION # CC729773 EXPIRES  
April 16, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **NATURAL WONDERS AMERICA, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 26<sup>th</sup> day of August, 1999

  
Robert I. Claire  
Registered Agent

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