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* ALSO ADMITTED IN ALABAMA

October 5, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-10/07/99-01049-008
*****78.75 *****78.75

RE: TOYS & TUNES, INC.

Dear Sir/Madam:

EFFECTIVE DATE
10-5-99

Enclosed is the original and one duplicate copy of the Articles of Incorporation for the above captioned corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. If you find the enclosures in order, please endorse your approval to the Articles of Incorporation on the duplicate copy, certify the same, and return the copy to the undersigned at your earliest convenience.

A check is also enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for filing the Resident Agent Certificate (which Certificate is also enclosed).

If you have any questions concerning the enclosures, please do not hesitate to call us. If you have no questions, please send us the Certificate of Incorporation once the same has been prepared. Your assistance in this matter will be appreciated.

Very truly yours,

ANCHORS, FOSTER, McINNIS & KEEFE, P.A.

W. Scott Foster

William Scott Foster

cc: Raymond H. McAllister

FILED
1999 OCT -7 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 OCT -7 PM 4: 30

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

TOYS & TUNES, INC.

EFFECTIVE DATE
10-5-99

ARTICLE I - NAME:

The name of this Corporation is TOYS & TUNES, INC.

(hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing on the date set forth below (i.e., the date of subscription and acknowledgment of these Articles of Incorporation).

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that

which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI -- INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is c/o William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is William Scott Foster.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of the Corporation is Raymond H. McAllister, 705 North Beal Parkway, Fort Walton Beach, Florida 32547.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these articles is as follows: William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.


ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on October 5, 1999.


WILLIAM SCOTT FOSTER

STATE OF FLORIDA)
)
COUNTY OF OKALOOSA)

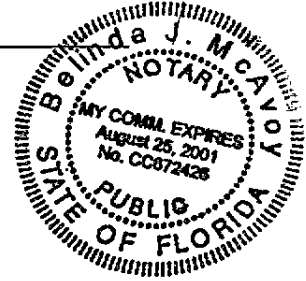
Before me, the undersigned authority, personally appeared William Scott Foster, personally known to me to be the person described in the foregoing Articles of Incorporation of the

Corporation, and such person acknowledged to and before me that such person executed the Articles of Incorporation for the purpose therein described.

WITNESS my hand and official seal on October 5, 1999.

Belinda J. McAvoy
NOTARY PUBLIC

My commission expires:



This Instrument (A-Effect.1D)

Prepared By:

ANCHORS, FOSTER, McINNIS & KEEFE, P.A.

(William Scott Foster)

909 Mar-Walt Drive, Suite 1014

Fort Walton Beach, Florida 32547

(850) 863-4064

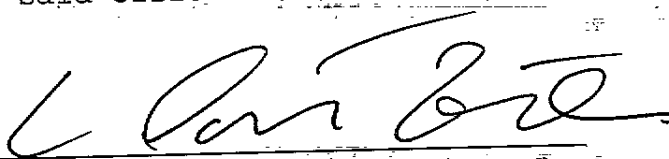
CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

TOYS & TUNES, INC. (the "Corporation"), desiring to organize
under the laws of the State of Florida, with its registered
office, as indicated in its Articles of Incorporation, at 909
Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has
named WILLIAM SCOTT FOSTER, located at 909 Mar-Walt Drive, Suite
1014, Fort Walton Beach, Florida 32547, as its agent to accept
service of process within this State.

ACKNOWLEDGEMENT.

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act, including those
relative to keeping open of said office.


WILLIAM SCOTT FOSTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 OCT - 7 PM 4: 30

FILED