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ACCOUNT NO. : 072100000032

REFERENCE : 424523 81002A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 21 AM 10:31

ORDER DATE : October 21, 1999

ORDER TIME : 10:59 AM

ORDER NO. : 424523-005

CUSTOMER NO: 81002A

CUSTOMER: William R. Alexander, Esq
CLAYTON & TEAL, P.A.
CLAYTON & TEAL, P.A.
114 West Rich Avenue

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*****78.75 *****78.75

Deland, FL 32720

DOMESTIC FILING

NAME: PLAY IT SAFE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

2555-2554
W99-24393

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99 OCT 21 PM 3:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8/11/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 21 AM 10:31

October 22, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PLAY IT SAFE, INC.
Ref. Number: W99000024393

SUBMIT

See on original

file date.

We have received your document for PLAY IT SAFE, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 399A00050919

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV -5 PM 12:22

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**ARTICLES OF INCORPORATION
OF
PLAY IT SAFE, 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 ONE:

The name of the corporation is PLAY IT SAFE, INC.

ARTICLES TWO:

The duration of the corporation is perpetual, with commencement at the time of filing these Articles.

ARTICLE THREE:

The general purposes for which the corporation is organized are:

1. To develop and manufacture children's products, i.e. eating utensils and toys.
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 to accomplish the foregoing.

ARTICLE FOUR:

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. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the corporation and the principal place of business is 5459 New Jersey Avenue, DeLeon Springs, Florida 32130, and the name of its initial registered agent at such address is WILLIAM R. ALEXANDER.

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation are five (5). The name and address of the people who are to serve as members of the initial board are:

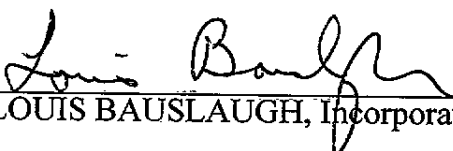
<u>NAME</u>	<u>ADDRESS</u>
Louis Bauslaugh	5459 New Jersey Avenue, DeLeon Springs, FL 32130
Curtis G. Watson, Jr.	2784 Begonia Court, Del Ray Beach, FL 33345
Jamie Bauslaugh	5459 New Jersey Avenue, DeLeon Springs, FL 32130
Paul Kellerman	P.O. Box 679, Yonkers, NY 10704-0679
James Merrill, Jr.	121 Deer Path Lane, Freehold, NJ 07728

ARTICLE SEVEN:

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Louis Bauslaugh	5459 New Jersey Avenue, DeLeon Springs, FL 32130

Executed by the undersigned at Orange City, Florida, on the 28th day of October, 1999.


LOUIS BAUSLAUGH, Incorporator

STATE OF NY
COUNTY OF MONMOUTH

Before me, the undersigned officer, personally appeared LOUIS BAUSLAUGH, who is personally known to me or has produced a FD Drivers License as identification, and who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Orange City, Florida, in said County and State, this 28th day of October, 1999.

(SEAL)

Christine A. Whittle
NOTARY PUBLIC -

My Commission Expires:

CHRISTINE A. WHITTLE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Feb. 9, 2003

WRA/bs/playitsafe.art.wpd

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, the following is submitted:

That PLAY IT SAFE, INC., desiring to organize under the laws of the State of Florida, with its principal, as indicated in the Articles of Incorporation at 5459 New Jersey Avenue, DeLeon Springs, Florida, has named WILLIAM R. ALEXANDER, _____
as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

PLAY IT SAFE, INC.

BY



Registered Agent

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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