

STATE OF ALABAMA

DOMESTIC FOR-PROFIT CORPORATION ARTICLES OF INCORPORATION GUIDELINES

INSTRUCTIONS:

STEP 1: CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334)242-5324 TO RESERVE A CORPORATE NAME.

STEP 2: TO INCORPORATE, FILE THE ORIGINAL, TWO COPIES OF THE ARTICLES OF INCORPORATION AND THE CERTIFICATE OF NAME RESERVATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY FILING FEES.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

- Article I* The name of the corporation:
3Kids, Inc.
- Article II* The duration of the corporation is "perpetual" unless otherwise stated.
- Article III* The corporation has been organized for the following purpose(s):
Any and all lawful business
- Article IV* The number of shares which the corporation shall have the authority to issue is 1,000,000.
- Article V* The **street address** (NO PO BOX) of the registered office: 2154 Cameron Circle, Birmingham, AL 35242 and the name of the registered agent at that office: David D. Wilson, Jr.
- Article VI* The name(s) and address(es) of the Director(s):
David D. Wilson, Jr.
2154 Cameron Circle
Birmingham, AL 35242
- Article VII* The name(s) and address(es) of the Incorporator(s):
Jennifer Kondrosky 1180 Welsh Road Suite 280 North Wales, PA 19454

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation or for the restriction of the transfer of shares may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation on this the 29th day of May, 2008.

Printed Name and Business Address of Person Preparing this Document:

Benetrends Inc.
1180 Welsh Road Suite 280
North Wales, PA 19454

Jennifer Kondrosky

Type or Print Name of Incorporator

Jennifer Kondrosky
Signature of Incorporator

Beth Chapman
Secretary of State

20080605000229500 2/2 \$95.00
Shelby Cnty Judge of Probate, AL
06/05/2008 01:08:41PM FILED/CERT

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

3Kids Inc

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jen Kondrosky, 1180 Welsh Rd Ste 280, North Wales, PA 19454 for a period of one hundred twenty days beginning May 23, 2008 and expiring September 21, 2008.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 23, 2008

Date

Beth Chapman

Beth Chapman

Secretary of State