

State of Idaho

Department of State

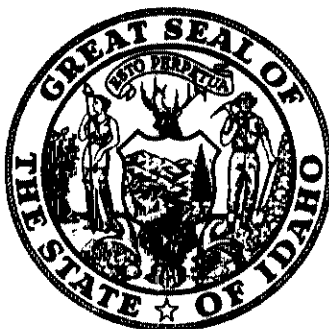
CERTIFICATE OF AUTHORITY OF

FUNDS-4-KIDS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FUNDS-4-KIDS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to FUNDS-4-KIDS, INC. to transact business in this State under the name FUNDS-4-KIDS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: April 30, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

(Profit Corporation)

APR 30 2 43 PM '53
SECRETARY OF STATE

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Funds-4-Kids, Inc.

2. The name which it shall use in Idaho is Funds-4-Kids, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Texas
4. The date of its incorporation is 11-12-92 and the period of its duration is
perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is
854B Greenvview Dr., Grand Prairie, TX, 75050

- 6. The address to which correspondence should be addressed, if different from that in item 5.**

7. The street address of its proposed registered office in Idaho is _____
c/o The Prentice-Hall Corporation System, Inc.,
877 Main Street, Boise, Idaho 83702-5858 , and the name of its proposed
 registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Retail sales; and all other business as provided by law.

**Office of the Secretary of State
Division of Corporations**

SECRETARY OF STATE USE ONLY

CINAM MAY 1 1960 SECRETARY OF STATE

TO: MR. TOLSON 0800 71407 2

FROM: MR. ROSEN 10 60.00- 1

SUBJECT: [REDACTED]

REF: [REDACTED]

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Samuel L. Caster	President/Sec.	801 Cobblestone Ct., Cedar Hill TX, 75104
Linda I. Caster	Asst. Sec.	801 Cobblestone Ct., Cedar Hill TX, 75104
Samuel L. Caster	Director	801 Cobblestone Ct., Cedar Hill TX 75104

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

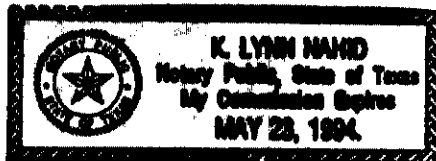
Dated: April 26, 1993

Funds-4-Kids, Inc.
(Corporation name)
By Sam Caster
Its President/Vice President (please specify)
and Linda I. Caster
Its Secretary/Assistant Secretary (please specify)

STATE OF Texas)
COUNTY OF Dallas) ss:

I, K Lynn Nahid, a notary public, do hereby certify that on this 26th day of April, 19 93, personally appeared before me Sam Caster / Linda Caster, who being by me first duly sworn, declared that (s)he is the President / Asst. Secty of Funds-4-Kids, Inc

that (s)he signed the foregoing documents as President / Asst. Secty of the corporation and that the statements therein contained are true.



K Lynn Nahid
Notary Public



The State of Texas
Secretary of State

Apr 30 2 43 PM '93
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, THAT

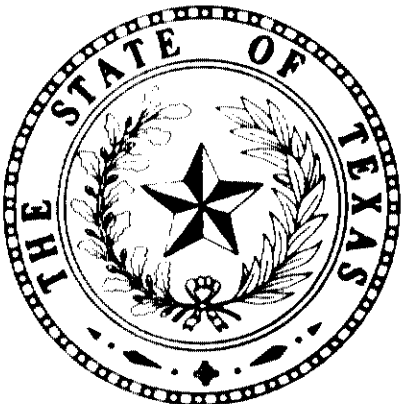
FUNDS-4-KIDS, INC.

FILED ARTICLES OF INCORPORATION IN THIS OFFICE AND WAS ISSUED
A CERTIFICATE OF INCORPORATION ON

NOV. 12, 1992;

THAT SO FAR AS IS SHOWN BY THE RECORDS OF THIS
DEPARTMENT, NO CERTIFICATE OF DISSOLUTION HAS BEEN FILED FOR SAID
CORPORATION, AND IT IS STILL IN EXISTENCE.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO
SIGNED MY NAME AND CAUSED TO BE
IMPRESSED HEREON THE SEAL OF STATE ON
APR. 22, 1993



John Hannah Jr.
Secretary of State