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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
9-30-00

From: Account Name : PAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

NOVELTOYZ.COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 3, 2000

FAS-T

SUBJECT: NOVELTOYZ.COM, INC.
REF: W00000023916

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H00000052069
Letter Number: 300A00052282

EFFECTIVE DATE
9-30-00

ARTICLES OF INCORPORATION
OF
NOVELTOYZ.COM, INC.

WE, JOHN WILSON II AND ROBERT SCHENK, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the State of Florida authorizing the formation of Corporations.

These Articles of Incorporation are to be effective on the 30 day of Sept., 2000. (If no date is inserted, these articles are to be effective as of the date of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be:
NOVELTOYZ.COM, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

NOVELTY MERCHANDISE SALES

and do any and all things and matters necessary and appertaining thereto and further enabling this Corporation to engage in any activity or business permitted under the laws of the United States and of Chapter 607 of the Florida Statutes and any successor or supplemental statute or

Prepared by Carol Serchay, Accountant
5300 N. W. 33 Avenue
Suite 117
Fort Lauderdale, Florida 33309
954-484-3900

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authority; to purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law, capital stock owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereinafter be conferred upon the corporation generally by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

ONE THOUSAND (1,000) SHARES,
ONE (1.00) DOLLAR PAR VALUE,

COMMON STOCK

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

The initial address of said corporation shall be:

5300 NW 33 AVENUE STE 117
FT LAUDERDALE, FL 33309

with the privilege of having its office and branch offices at

other places within or without the State of Florida.

ARTICLE VI

The number of Directors of this Corporation shall be not less than one (1) nor more than three (3), and the initial Board of Directors of this Corporation shall be comprised of ONE (1) member.

ARTICLE VII

The names and street addresses of the persons who are appointed to act as directors until the first annual meeting of the Stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN WILSON II	1717 SW 1st WAY APT 31 DEERFIELD BEACH, FL 33441

ARTICLE VIII

The name and addresses of the persons signing these Articles of Incorporation as a Subscriber and the number of shares each has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
JOHN WILSON II	1717 SW 1st WAY APT 31 DEERFIELD BEACH, FL 33441	250
ROBERT SCHENK	7770 HOFFY CIRCLE LAKE WORTH, FL 33467-7839	

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the

ARTICLE X


The address of the registered office of this Corporation shall be:

5300 N. W. 33 AVENUE STE 117
FT LAUDERDALE, FL 33309

ARTICLE XI

The Corporation has designated as its Registered Agent, ALLAN BERCHAY, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF, WE, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the corporation laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set forth our hand and seal at Fort Lauderdale, Broward County, Florida, this 30th day of September, 2000.


JOHN WILSON II (SEAL)


ROBERT SCHENK (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JOHN WILSON II AND ROBERT SCHENK, personally known to me to be the individuals described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Broward County, Florida, this 30 day of Sept., 2000.

Carol Serchay

NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:



Carol Serchay
Commission # CC918165
Expires April 26, 2004
Bonded Through
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Above-stated Corporation at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of all applicable statutes relative to keeping open such office.

Allan Serchay

REGISTERED AGENT
ALLAN SERCHAY

c: \pw\corpfile\ NOVELTOYZ.COM

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