

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BIGGY TOYS, INC. (Corporation Name) (Document #)
2. 400003500014--6 (Corporation Name) (Document #) *****78.75 *****78.75
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)



Walk in



Pick up time

2.00



Certified Copy



Mail out



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Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 13 PM 1:00

FILED

250 DEC 13 AM 11:45

RECEIVED
TALLAHASSEE, FLORIDA

Examiner's Initials

CERTIFICATION OF INCORPORATION

ARTICLE ONE

N A M E

The name of this corporation shall be:

BIGGY TOYS, INC.

ARTICLE TWO

N A T U R E O F B U S I N E S S

This corporation may engage in any activity or business permitted under the laws of the United States of America.

ARTICLE THREE

T E R M S O F E X C I S T E N C E

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of incorporation.

ARTICLE FOUR

M I N I M U M C A P I T A L

The amount of capital with which the Corporation shall begin business shall not be less than Two Hundred Fifty Dollars (\$250.00), or such greater amount as may be required by law.

ARTICLE FIVE

N U M B E R O F D I R E C T O R S

This corporation shall at all times have at least, one director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of this Corporation, provided that the Corporation shall at all times have at minimum one Director.

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE SIX

CLASS OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The Maximum number of shares of Common Stock that this Corporation may issue is: One Hundred (100) shares.
- C. Per Value: Each share of Common Stock shall have the par value of: (5.00) Five Dollars per value.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the forgoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any consideration shall be conclusive.
- E. Non-Assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

G. Cumulative Voting: No holder to Common Stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force of effect, unless assented to in writing by the holders of the required percentage of this Corporation's entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:
Required Percentage 51%
2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:
Required Percentage 51%
3. Merger or consolidation of this Corporation into or with any other Corporation:
Required Percentage 51%
4. Voluntary dissolution of this Corporation:
Required Percentage 51%

PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation, but any such unissued stock of any class, or such additional authorized issued of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion Determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

S T O C K H O L D E R S A N D D I R E C T O R S

The name and addresses of the stockholders and directors are as follows:

NAME	ADDRESS	OFFICE	SHARES
JULIE QUIRCH	4410 W 16 AVE. #344 HIALEAH, FL 33012	PRESIDENT DIRECTOR	0%
JORGE FERNANDEZ	4410 W 16 AVE #344 HIALEAH, FL 33012	VICE-PRESIDENT DIRECTOR	100%

ARTICLE ELEVEN

R E G I S T E R E D A G E N T

The registered agent and the registered office of this Corporation shall be:

c/o JORGE FERNANDEZ
4410 W 16 AVE
#344
HIALEAH, FL 33012

I N D E M N I F I C A T I O N

This Corporation shall indemnify any and all of its Directors, Officers, employees or agents, or former Directors, officers, employees or agents, or any person who may have served at its request as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock, or of which is a creditor, against the expenses, including the cost of any judgment, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party, by reason of his alleged acts or omission while being or having been such Director, officer, employee or agent was in any substantial

way derelict in the performance of his duties, or provided, it shall not be determined by a final determination thereof on the merits that such director, officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Boards of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States resident competent to contract, executes this Certificate of Incorporation as its director. The undersigned individual shall hold office as a director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the Principal office of this Corporation. The Corporation shall change its Principal Office at any time.

SUBSCRIBER/DIRECTOR:

JORGE FERNANDEZ

STREET ADDRESS/PRINCIPAL ADDRESS:

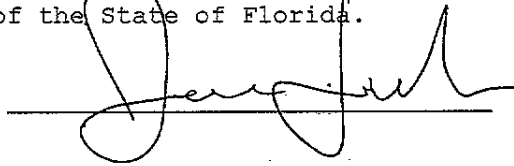
4410 W 16 AVE
#344
HIALEAH, FL 33012

MAILING ADDRESS:

SAME AS ABOVE

IN WITNESS WHEREOF, the undersigned subscriber does make, subscriber,
acknowledge and file this certificate for the purpose of forming a
corporation for profit under the laws of the State of Florida.

DATE: DECEMBER 6, 2000

A handwritten signature in black ink, appearing to read "Jorge Fernandez", is written over a horizontal line.

SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

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

That BIGGY TOYS, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named:

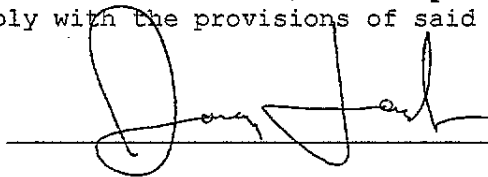
JORGE FERNANDEZ

as its agent to accept service of process within this State.

JORGE FERNANDEZ

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 relative to keeping open said office.

BY:



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00 DEC 13 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA