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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100004635911--2  
-10/15/01--01027--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: MAGNATOYS CORPORATION  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: CHRISTINA M. di NITTO  
Name (Printed or typed)

3811 SW 47<sup>TH</sup> AVENUE, STE 603  
Address

DAVIE, FL 33314  
City, State & Zip

954-584-9190  
Daytime Telephone number

FILED  
01 OCT 15 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

10-17-01  
100

**ARTICLES OF INCORPORATION  
OF  
MAGNATOYS CORPORATION**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE I – NAME**

The name of this corporation is *MagnaToys Corporation*

**ARTICLE II – PURPOSE OF CORPORATION**

This corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III – PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 3811 SW 47<sup>th</sup> Avenue, Suite 603, Davie, Florida 33314, and the mailing address is 3811 SW 47<sup>th</sup> Avenue, Suite 603, Davie, Florida 33314.

**ARTICLE IV – INCORPORATOR**

The name and street address of the Incorporator of this Corporation is:

International Consultants & Investment Group Limited Corp.  
6278 N. Federal Highway  
Suite 170  
Fort Lauderdale, FL 33308

**ARTICLE V – OFFICERS**

The officers of the Corporation shall be:

President: *Christina M. diNitto*  
Vice President: *Joseph M. DiNitto*  
Secretary:  
Treasurer:

whose addresses shall be the same as the principal office of the Corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI- DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Christina .M diNitto  
Joseph M. DiNitto

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE VII- CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED MILLION (100,000,000)** shares of common stock, each share having the par value of .001 and **TWENTY MILLION (20,000,000)** shares of preferred stock, each share having the par value of 1.00.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLES VIII- SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE IX- POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporation

## **ARTICLE X- TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

## **ARTICLE XI- REGISTERED OWNERS**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporations the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of anyother person, whether or not the Corporation shall have notice thereof.

## **ARTICLE XII-REGISTERED OFFICE AND REGISTERED AGENT**

The Initial address of the registered office of this Corporation is 3811 SW 47th Avenue, Suite 603, Davie, Florida 33314. The name and address of the registered agent of this Corporation is Christina M. diNitto 3811 SW 47th Avenue, Suite 603, Davie, Florida 33314.

## **ARTICLE XIII-BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

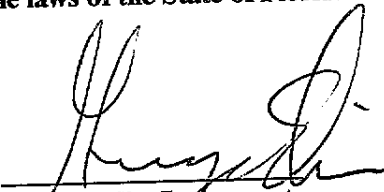
## **ARTICLE XIV-EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approved of the Secretary of State, State of Florida.

## **ARTICLE XV-AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statue of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF, I have hereunto set my hand and seal,  
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida  
this October 8, 2001.**

  
**George Elia, Incorporator**

**Christina M. diNitto , having a business office identical with registered office  
of the Corporation name above, and having been designated as the Registered Agent in the above  
and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of  
Registered Agent under the applicable provisions of the Florida Statues.**

  
**Christina M. diNitto**