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08/23/2004 MON 10:29 FAX 321 724 6002 FALLACE AND LARKIN LLC

Division of Corporations

001/002

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Florida Department of State  
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Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : FALLACE & LARKIN, L.C.  
Account Number : I20000000191  
Phone : (321) 951-9900  
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PLAYCUBE USA, Inc.

Certificate of Status	1
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08/23/2004 MON 16:29 FAX 321 724 6002 FALLACE AND LARKIN LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit).

#### ARTICLE I - NAME

The name of the Corporation shall be: PLAYCUBE USA, Inc.

#### ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailling address is: 1600 Sarno Road, Ste. 118-C, Melbourne, FL 32935.

#### ARTICLE III - PURPOSE

The purpose for which the corporation is organized is: Import, export, promotion and sale of toys and accessories.

#### ARTICLE IV - SHARES

The number of shares of stock is: 1 Million.

#### ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

NAME	ADDRESS	TITLE
Michael Aborgel	1600 Sarno Road, Ste. 118-C Melbourne, FL 32935	President/Secretary/Treasurer

#### ARTICLE VI - REGISTERED AGENT

The name and street address of the registered agent is:

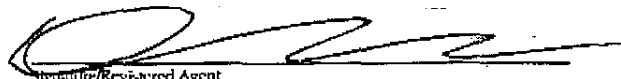

David G. Larkin  
1900 S. Hickory Street, Ste. A  
Melbourne, FL 32901

#### ARTICLE VII- INCORPORATOR

The name and address of the Incorporator is:

David G. Larkin  
1900 S. Hickory Street, Ste. A  
Melbourne, FL 32901

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate,  
I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature/Registered Agent  
  
Signature/Incorporator

August 23 2004

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