

704000138082

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H04000198868 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

04 OCT -5 PM 3:19  
SEARCHED  
INDEXED  
SERIALIZED  
FILED

**FLORIDA PROFIT CORPORATION OR P.A.**

**elizabeth toys, inc.**

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

5

H04000198868

ARTICLES OF INCORPORATION OF  
ELIZABETH TOYS, INC.

The undersigned incorporator, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation shall be:

ELIZABETH TOYS, INC. (hereafter referred to as the "Corporation").

ARTICLE II  
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 3000 N.W. 82<sup>nd</sup> Avenue, Miami, Florida 33122. The name of the initial registered agent of the corporation and address shall be :

Mr. Frank Edward Caldwell  
3000 N.W. 82<sup>nd</sup> Avenue  
Miami, Florida 33122

ARTICLE III  
DURATION

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation to the Department of State and shall be of perpetual duration, or until dissolved on a vote of the shareholder(s) as provided in the Bylaws, or as provided by law.

ARTICLE IV  
PURPOSE

This corporation is organized for the following purposes:

- a. This corporation is organized for the purpose of transacting any and all

Prepared by:  
Livia R. Dreize, Esq.  
Damera & Dreize, P.A.  
2701 Le Jeune Road  
Suite 406  
Miami, Florida 33134  
Tel. (305) 446-6760  
Fax: (305) 446-9991  
Fl. Bar No. 0001988

04 OCT 1998 PM 3:49  
STATE OF FLORIDA  
DEPARTMENT OF STATE

H04000198868

businesses activities permitted by the laws of the State of Florida, including but not limited to commercial activities in connection to the sale and distribution of toys. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation.

#### ARTICLE V CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, referred to as Common Shares, and shall have a par value of \$1.00 per share.

#### ARTICLE VI VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash on any new stock of this Corporation or sale of existing shares held by another shareholder, of the same kind, class or series as that which he already holds, shall have the right of first refusal to the purchase of his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others with the same terms and conditions.

#### ARTICLE VIII DIRECTORS

The corporation is to be managed by a board of director(s). The Corporation shall have three directors initially and can be increased or decreased in the future. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until the number is changed by a Bylaw duly adopted by the shareholders. The initial directors of the Corporation shall hold office until his/her successor(s) are elected and qualified as provided in the Bylaws, or until their earlier resignation or removal from office. The name of the initial directors are:

Name  
Guillermo Alejandro Matta - President

Address  
3000 N.W. 82<sup>nd</sup> Avenue  
Miami, Florida 33122

Frank Edward Caldwell - Vice-President

3000 N.W. 82<sup>nd</sup> Avenue  
Miami, Florida 33122

Jose Carlos Matta- Secretary and Treasurer

3000 N.W. 82<sup>nd</sup> Avenue  
Miami, Florida 33122

The term of Office of each director shall be for one year and until the election and qualification of a successor.

**ARTICLE IX  
BYLAWS**

The initial directors shall submit the proposed Bylaws to the shareholder(s) at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the Bylaws.

The Corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

The undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami-Dade, Florida this 5 day of October, 2004.

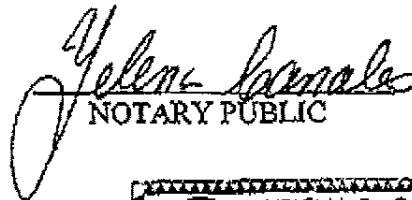
  
FRANK EDWARD CALDWELL

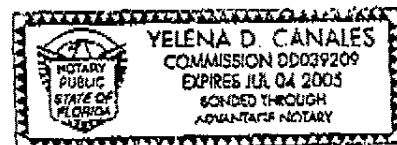
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared FRANK EDWARD CALDWELL who is personally known to me or who has produced Texas 17799558 as identification and executed the foregoing instrument.  
Exp. 8/14/05

WITNESS MY HAND AND SEAL this 5 day of October, 2004.

  
NOTARY PUBLIC



0000000000

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article II of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated this 5 day of October, 2004.

*Frank Edward Caldwell*  
FRANK EDWARD CALDWELL  
Registered Agent

04 OCT - PM 3:49

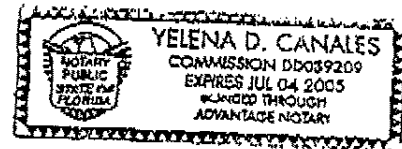
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared FRANK EDWARD CALDWELL who is personally known to me or who has produced Texas 17799558 8/14/05 exp., as identification and executed the foregoing instrument.

WITNESS MY HAND AND SEAL this 5 day of October, 2004.

*Yelean Canales*  
NOTARY PUBLIC



H04000198868