

Engel-Puppen

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Engel-Puppen GmbH - Postfach 11 45 - 96466 Rödental / Germany

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... seit über 100 Jahren
German quality handcraft from Rödental in Bavaria
... since more than 100 years*

Florida Department of State
Division of Corporations
Attn: Kelley Shank
P. O. Box 6327

Tallahassee, FL. 32314

Rödental, Feb. 28, 2001

FO1000001768

Re: GST Systems Corporation
Ref. Number W 01000001684

100003942681--1
-04/02/01--01050--016
*****70.00 *****70.00

Dear Mrs. Shank,

coming back to our letter from Jan. 29, 2001 we enclose here-
with the translated and certifiert of the certificate of
existence.

The application by foreign corporation.... which you send
us back is also enclosed. I assume you will need that.

If you need more informations or have questions, I will be
in Davenport for the next 7 weeks. Phone number and fax is
(863) 420 9091

Thank you very much for your help.

Kind regards
H. Engel
Helmut Engel

FILED
01 MAR 23 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
01 APR - 1 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encl. 4 pages

CF - 70.00

~~FOI-1768~~
FOI-1768
4/2

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: GST Systems Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jessica Schaefer
(Name of Person)
GST Systems Corp.
(Firm/Company)
12000 Hwy 27 N, Lot 396
(Address)
Savenport, FL. 33837
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Jessica Schaefer at (863) 420 9091
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

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STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 9, 2001

HELMUT ENGEL
ENGEL-PUPPEN GMBH
POSTFACH 11 45
96466 RODENTAL/GERMANY,

SUBJECT: GST SYSTEMS CORPORATION
Ref. Number: W01000001684

We have received your document for GST SYSTEMS CORPORATION, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The certificate of existence/good state must be from the State of Delaware.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 701A00014612

01 MAR 30 AM 10: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 APR - 1 AM 10: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. GST Systems Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 8, 1990 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 2000 Acquisition of all outstanding shares of GST Systems Corp.
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 12000 Hwy. 27 N Lot # 396
(Principal office address)
Transaction, promoting or engaging in only lawful act or activity for which corporation may be organized under the General Corporation Law of
b. Delaware, in Florida representation of German toy distributors.
(Current mailing address)
current mailing address is the same as above

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: HELMUT ENGEL

Office Address: 12000 Hwy 27 N Lot # 396

Davenport FL., Florida 33837
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Helmut Engel
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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01 APR -1 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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01 MAR 30 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Helmut Engel

Address: 12000 Hwy 27 N Lot 396

Davenport FL. 33837

Vice Chairman: Jessica U. Schaefer

Address: 12000 Hwy 27 N Lot 396

Davenport FL. 33837

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Helmut Engel

Address: 12998 Hwy. 27 N. Lot # 396

Davenport FL. 33837

Vice President: Jessica U. Schaefer

Address: 12000 Hwy. 27 N. Lot # 396

Davenport FL. 33837

Secretary: _____

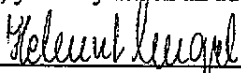
Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Helmut Engel president
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GST SYSTEMS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MARCH, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2224198 8300

AUTHENTICATION: 1037639

010138526

DATE: 03-22-01