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CT CORPORATION

CORPORATION(S) NAME

Mattel Latin America HQ, Inc.

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02 MAR -8 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(x) Profit () Nonprofit	() Amendment	() Merger
(x) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
() Certified Copy	() Photocopies	() CUS
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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

02 MAR -8 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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. Mattel Latin America HQ, Inc.
(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
(State or country under the law of which it is incorporated)

3. 61-1407177
(FEI number, if applicable)

4. 2/26/02
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to existor "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 333 Continental Boulevard
El Segundo, CA 90245
(Current mailing address)

8. Management of Latin American Export Business
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System
DAVID I. FARBER
ASSISTANT SECRETARY
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Robert Normile

Address: 333 Continental Boulevard

El Segundo, CA 90245

Vice Chairman:

Address:

Director: Robert Normile

Address: 333 Continental Boulevard

El Segundo, CA 90245

Director: Christopher O'Brien

Address: 333 Continental Boulevard

El Segundo, CA 90245

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Guy Weisenburger

Address: 333 Continental Boulevard

El Segundo, CA 90245

Vice President: Cary Dickson

Address: 333 Continental Boulevard

El Segundo, CA 90245

Secretary: Robert Normile

Address: 333 Continental Boulevard

El Segundo, CA 90245

Treasurer: William Stavro

Address: 333 Continental Boulevard

El Segundo, CA 90245

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. ROBERT NORMILE, CHAIRMAN OF THE BOARD
(Typed or printed name and capacity of person signing application)

FL019 - 9/2/99 C T System Online

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MATTEL LATIN AMERICA HQ, INC." 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-SEVENTH DAY OF FEBRUARY, A.D. 2002.

FILED
MAR -8 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1635005

DATE: 02-27-02