

JUL 23 2004 10:34 AM

NON CORPORATION SERVICE CO

NO 675

P. 1/5
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F04000004236

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

SYK

FOREIGN PROFIT QUALIFICATION

PA DISTRIBUTION, INC.

| | |
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CORPORATION SVC CO, ISAACSON,

NO. 675 P. 2/5
212 003 7960 P. 07

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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. PA Distribution, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3.

20-1362464

(FEI number, if applicable)

4. August 6, 2003

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 22619 Pacific Coast Highway, Malibu, CA 90265

(Principal office address)

23619 Pacific Coast Highway, Malibu, CA 90265

(Current mailing address)

8. All legal business purposes.

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(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.

Corporation Service Company

By:

(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 business addresses of officers and/or directors:

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CORPORATION SVC CO, ISAACSON,

NO. 675 P. 3/5
212 888 7980 P. 08

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A. DIRECTORS

Chairman: Jack Friedman

Address: c/o JAKCS Pacific, Inc.

22618 Pacific Coast Highway, Malibu, CA 90265

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Joel M. Bennett - Executive Vice-President and Chief Financial Officer

(Typed or printed name and capacity of person signing application)

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CORPORATION SVC CO, ISAPACSON,

NO. 675 P. 4/5
212 888 7980 P.09

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OFFICERS OF PA DISTRIBUTION, INC.

| Name | Office | Address |
|-------------------|-------------------------------------|--|
| Jack Friedman | Chairman and CEO | C/o JAKKS Pacific, Inc. 22619 Pacific Coast Highway Malibu, CA 90265 |
| Stephen G. Berman | President, Secretary and COO | C/o JAKKS Pacific, Inc. 22619 Pacific Coast Highway Malibu, CA 90265 |
| Joel M. Bennett | Executive Vice-President and CFO | C/o JAKKS Pacific, Inc. 22619 Pacific Coast Highway Malibu, CA 90265 |

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UNIVERSITY CORPORATION'S
TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

NO. 675 P. 5/5

Delaware

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The First State

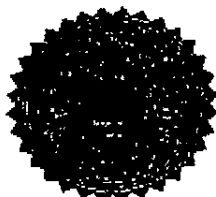
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PA DISTRIBUTION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PA DISTRIBUTION, INC." WAS INCORPORATED ON THE SIXTH DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
2004 JUL 23 AM 9:56
DEPARTMENT OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3247796

DATE: 07-22-04

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