

F04000004526

Florida Department of State
Division of Corporations
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(((H04000152123 3)))

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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

*Please file 3rd. The entity with the 5K
Completing name is filing a name change. : Thanks*

FOREIGN PROFIT QUALIFICATION

PLAY ALONG, INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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Corporate Filing

Public Access Help

W04-28435

AUG. 6. 2004 8:57AM

CORPORATION SVC CO

NO. 512

P. 2



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 26, 2004

CORPORATION SERVICE COMPANY

SUBJECT: PLAY ALONG, INC.
REF: W04000028435

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2004 AUG -5 AM 10:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with 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) 245-6043.

Joey Blyden
Document Specialist

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Letter Number: 504A00046858

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DIVISION OF CORPORATIONS

AUG. 6. 2004 8:57AM

CORPORATION SVC CO. SACSON.

21NO. 5127986P. 3P.03

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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. Play Along, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "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. 20-1362510

(FEI number, if applicable)

4. August 22, 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)

22619 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: 1301 Nays 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: [Signature]

(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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JLAUG. 6. 2004 1 8:58AM

CORPORATION SVC CO. SACS ON,

NO. 512 798 P. 4 P. 04

NO 4000152123 3

A. DIRECTORS

Chairman: Jack Friedman

Address: c/o JAKS Pacific, Inc.

22519 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)

NO 4000152123 3

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CORPORATION SVC COSAACSON

21NO. 512798EP. 5P.05

004000152123 3

OFFICERS OF PLAY ALONG, 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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CORPORATION SVC CO

NO. 512 P. 6

Delaware

NO 4000152123 3
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The First State

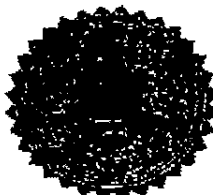
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PLAY ALONG, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF 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 "PLAY ALONG, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2003.

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

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2004 AUG -5 AM 10:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



3695680 8300

040535820

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3247762

DATE: 07-22-04

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