

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

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

From:

Account Name : ROBERT J. HUTCHINS
Account Number : I19990000126
Phone : (407) 645-2377
Fax Number : (407) 645-0945

*df 8/29***LIMITED LIABILITY COMPANY****Orlando Toy Company, LLC**

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ARTICLES OF ORGANIZATION
for
ORLANDO TOY COMPANY, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Orlando Toy Company, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1677 Minnesota Avenue, Winter Park, Florida 32789.

ARTICLE III - DURATION

The Company is to exist perpetually.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - MANAGEMENT

The Company shall be managed by one (1) or more managers and is, therefore, a manager-managed company. The initial General Manager shall be Patrick A. Knight.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

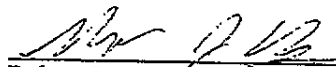
The street address of the initial registered office of the Company are: 400 North Wymore Road, Suite 110, Winter Park, Florida 32789 and the name of the initial registered agent for service of process at that address is Robert J. Hutchins.

ARTICLE VII - INDEMNIFICATION

The company shall indemnify its members, managers, officers, employees, and agents to the full extent permitted by law.

ARTICLE VIII - EFFECTIVE DATE

The existence of the Company shall commence 12:01 A.M. on August 29, 2001.


Robert J. Hutchins (an authorized representative of a member)

08/30/01
Date

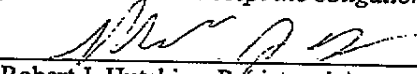
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REGISTERED AGENT'S ACCEPTANCE

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


Robert J. Hutchins, Registered Agent8/30/01
Date

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