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11/20

November 19, 2001

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Fla. 32301

MJH

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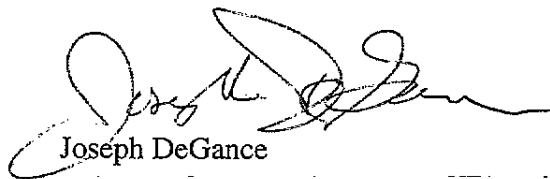
RE: TOP NOTCH TOYS, L.C.

Dear Sir:

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on the above referenced corporation together with my trust account check in the amount of \$155 to cover the costs of the following:

Filing Fee	\$125.00
Certified Copy	\$30.00
Total	\$155.00

Thank you,


Joseph DeGance

JD:jd
Enc.

FILED
01 NOV 20 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is: TOP NOTCH TOYS, L. C.

ARTICLE II

DURATION

The existence of the Company shall commence as of the date these Articles of Organization are filed by the Department of State and shall continue perpetually from that date, unless earlier dissolved in accordance with the provisions of Article VI herein.

ARTICLE III

ADDRESS

The mailing address and the street address of the principal office of the Company is 316 Isle of Palms Dr., Ft. Lauderdale, FL 33301.

ARTICLE IV

INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is KEVIN MUENCH at 316 Isle of Palms Dr., Ft. Lauderdale, FL 33301. Said address of the Registered Officer and Agent are the same address as the Corporation.

ARTICLE V

ADDITIONAL MEMBERS

Additional Members may be admitted to the Company only upon the unanimous written consent of all of the then existing Members of the Company, which consent may be unreasonable withheld.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless all of the remaining Members of the Company unanimously agree to continue the business of the Company.

ARTICLE VII
MANAGEMENT

The management of the Company shall be vested in its managers which shall consist of two (2) individuals duly elected by the Members in the manner set forth in the Regulations of the Company. The names and addresses of the initial managers who are to serve as managers until the first annual meeting of the Members or until their successors shall have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>KEVIN MUENCH</u>	<u>316 Isle of Palms Dr.</u> <u>Ft. Lauderdale, FL 33301</u>
<u>MAY-FRANCE MUENCH</u>	<u>316 Isle of Palms Dr.</u> <u>Ft. Lauderdale, FL 33301</u>

ARTICLE VIII
REGULATIONS

The regulation and management of the affairs of the Company shall be governed by the Regulations of the Company. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members of the Company.

ARTICLE IX
AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 19 day of November, 2001.

KEVIN MUENCH

Name Kevin Muench

MAY-FRANCE MUENCH

Name May F. Muench

STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me this 19 day of November, 2001, by KEVIN MUENCH

(☒) Personally known to me; or
() Produced Identification; Type of Identification
produced _____

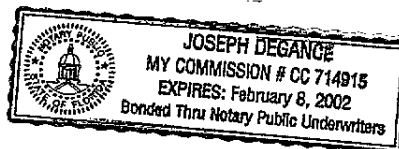
NOTARY PUBLIC:

Sign: Joseph DeGance

Print Name: _____

Commission No. _____

My Commission Expires: _____



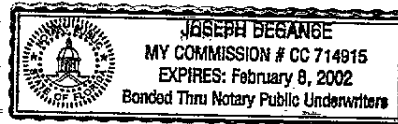
STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me this 19 day of
November, 2001, by MAY-FRANCE MUENCH

() Personally known to me; or
() Produced Identification; Type of Identification
produced _____

NOTARY PUBLIC:

Sign: Joseph Begange
Print Name: _____
Commission No. _____
My Commission Expires: _____



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of KEVIN MUENCH as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of TOP NOTCH TOYS, L.C.

Date: 11-19-01

Kevin Muench
Initial Registered Agent
KEVIN MUENCH