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LAW OFFICES  
**ARNSTEIN & LEHR LLP**

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FOUNDED 1893

December 15, 2003

**Richard B. Ivans, Esq.**  
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WEST PALM BEACH, FLORIDA  
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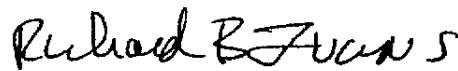
**Re: Articles of Organization of Platinum Toy Store, LLC**

Gentlemen:

Enclosed please find the original Articles of Organization of Platinum Toy Store, LLC, together with this law firm's check in the amount of \$125.00 representing the filing fee and the designation of agent fee.

Please file the Articles of Organization. Should you have any questions, please call the undersigned at (305) 357-1926.

Very truly yours,



Richard B. Ivans

RBI/mem  
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
PLATINUM TOY STORE, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I  
NAME**

The name of the limited liability company is Platinum Toy Store, LLC.

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 12332 53<sup>rd</sup> Road N., Royal Palm Beach, FL 33411.

**ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company is c/o Arnstein & Lehr LLP, 201 S. Biscayne Boulevard, Suite 400, Miami, Florida 33131, and the name of the registered agent of this Company at that address is Richard B. Ivans.

**ARTICLE IV  
DURATION AND EFFECTIVE DATE**

The period of this Company's duration shall be perpetual.

**ARTICLE V  
PURPOSE**

The Company is formed to:

- (a) to qualify as an automobile dealer, to conduct an automobile sales business, and to engage in such other lawful activities as are incidental, necessary or appropriate to the foregoing; and
- (b) engage in any lawful act, business or activity as may be necessary or desirable to effectuate the foregoing, or which is necessary, desirable or incidental to the management of the Company.

**ARTICLE VI  
MANAGEMENT OF COMPANY**

The business of the Company shall be manager-managed by one Manager. The Manager shall hold the office and have the responsibilities accorded to him by the members as set out in the

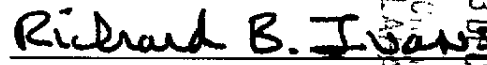
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operating agreement. The name of the initial Manager, who will serve until his successor is elected and qualified, is David Fenner.

**ARTICLE VII**  
**TRANSFERABILITY OF MEMBER'S INTEREST**

An interest of a member of this Company is not freely transferable and may only be transferred or assigned in accordance with the procedures set forth in the operating agreement. In the event of a transfer not in accordance with such procedures, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become a member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.


IN WITNESS WHEREOF, the undersigned authorized representative of a member has hereunto set his hand and seal this **15** day of December, 2003.

  
Richard B. Ivans

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the above Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this **15** day of December, 2003.

  
Richard B. Ivans

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