

**M61152**  
**National Toy Group, Inc.**  
**2885 Electronics Drive**  
**Melbourne Commerce Center**  
**Melbourne, Florida 32935**

(321) 751-2114

FAX (321) 752-9984

**Florida Department of State**  
**Division of Corporations**  
**PO Box 6327**  
**Tallahassee, Florida 32301**

**8-29-00**

200003382492--9  
-09/06/00-01009-001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Enclosed is the following:**

**Articles of Amendment to Articles of Incorporation of National Toy Group, Inc.,**

**which Articles of Amendment evidence the following:**

**Change of Director, Officer (President), Registered Agent and Agent's address, and CHANGE OF PRINCIPAL AND MAILING address of the Corporation.**

**We also enclose cashier's check 0906274, in the amount of \$35.00, payable to the Florida Secretary of State, to cover the fees for this filing.**

**Respectfully submitted,**

*Matthew Pancake*

**Matthew Pancake, President, Director and Registered Agent**

**FILED**  
**00 SEP -6 PM 1:05**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

*ac 9/15*  
*amend*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NATIONAL TOY GROUP, INC.

Pursuant to the provisions of Florida Statute Section 607.1006, the  
above named Corporation adopts the following articles of amendment to its  
articles of incorporation:

FIRST: Amendment adopted:

RESOLVED that Norman Benjamin shall no longer be an  
Officer, Director or Registered Agent of this Corporation, in  
Any capacity whatsoever;

RESOLVED that Matthew Pancake shall be the President,  
Registered Agent and Director of this Corporation.

The Principal address, **and mailing address** of the Corporation  
is: 2885 Electronics Drive, Melbourne Commerce Center,  
Melbourne, Florida 32935, and the street address of its  
Registered Agent is 4651 West Eau Gallie Boulevard, Melbourne,  
Florida 32934, effective immediately.

I, Matthew Pancake, declare I am hereby familiar with and  
accept the duties and responsibilities as Registered Agent for said  
Corporation.

  
Matthew Pancake

FILED  
09 SEP -6 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

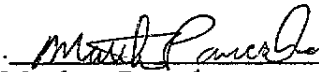
SECOND: No additional shares of NATIONAL TOY GROUP, INC., have been issued.

THIRD: The date of each amendment's adoption is 8-28-2000.

FOURTH: The foregoing Amendment was adopted by the unanimous consent Of the Board of Directors without Shareholder action, and Shareholder action was not required.

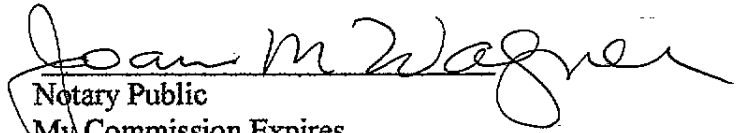
This action was taken on August 28, 2000.

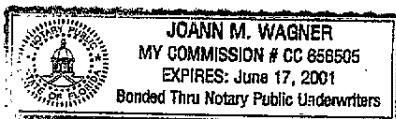
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment to the Articles of Incorporation of National Toy Group, Inc., this 28<sup>th</sup> day of August, 2000.

  
Matthew Pancake  
Director/Registered Agent

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of August, 2000, by Mathew Pancake, as Director/Registered Agent of NATIONAL TOY GROUP, INC., a Florida Corporation, on behalf of the corporation. He has produced his Florida Driver's License as identification and did not take an oath.

  
Notary Public  
My Commission Expires



I, Norman Benjamin, effective this 25th day of August, 2000,

hereby resign as Officer, Director, and Registered Agent of National Toy Group, Inc., a Florida Corporation.

x Norman Benjamin  
Norman Benjamin

Accepted for National Toy Group, Inc., by Robert Smith