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January 25, 2000

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

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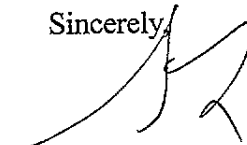
Re: Articles of Incorporation of skytoys, Inc.
Our File No. 3639-2

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of skytoys, Inc. (the "Corporation") together with a check in the amount of \$78.75 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and the return of a certified copy of the Corporation's Articles of Incorporation.

If you have any questions, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,



Gary A. Forster

GAF/lih
Enclosures

FILED
JAN 28 PM 4:53
STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
skytoys, Inc.**

THE UNDERSIGNED, acting as sole incorporator of skytoys, Inc. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is skytoys, Inc.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 476 N. Williams Avenue, Titusville, Florida 32796. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 476 N. Williams Avenue, Titusville, Florida 32796.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 476 N. Williams Avenue, Titusville, Florida 32796, and the initial Registered Agent at such address is Jeanice de Jesus.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons

who are to serve as the initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Joshua P. Dolan

476 N. Williams Avenue
Titusville, Florida 32796

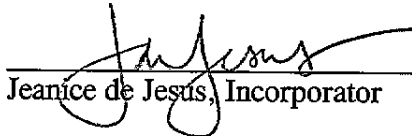
Jeanice de Jesus

476 N. Williams Avenue
Titusville, Florida 32796

ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Jeanice de Jesus, 476 N. Williams Avenue, Titusville, Florida 32796.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 24th day of JANUARY, 2000.

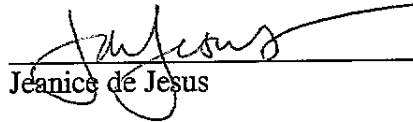


Jeanice de Jesus, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the corporation.

DATED, this 24th day of JANUARY, 2000.



Jeanice de Jesus

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00 JAN 28 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA