

PO1000080731

August 9, 2001

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of PLAYDOLLS, INC.

Dear Sir:

500004530175--E
-08/13/01--01070--011
*****78.75 *****78.75

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,

Steve Paled

STEVE PALED

FROM: Atlantic Legal Services, Inc
1592 N. A-1-A
Satellite Beach, FL 32937
(321) 773-2020

2001 AUG 13 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

8/16/01

FILED

ARTICLES OF INCORPORATION

2001 AUG 13 AM 11:25

OF

PLAYDOLLS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is

PLAYDOLLS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1646 A1A N. , Indialantic, Florida, 32903, and the name of the initial registered agent of this corporation at that address is STEVE PALED.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

STEVE PALED
1646 A1A N.
Indialantic, Florida 32903

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1646 A1A N., Indialantic, Florida 32903, and the mailing address of the corporation is 1646 A1A N., Indialantic, Florida 32903.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

STEVE PALED
1646 A1A N.
Indialantic, Florida 32903

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 9th day of August, 2001.

Steve Paled
STEVE PALED

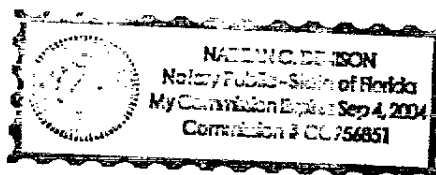
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared STEVE PALED to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9th day of August, 2001.

GA/DL

Nathan C. Demson
Notary Public




DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That PLAYDOLLS, INC., desiring to organize under the laws of
the State of Florida, with its principal office at 1646 A1A N.,
Indialantic, Brevard County, Florida 32903, has named STEVE
PALED, located at 1646 A1A N., Indialantic, Brevard County,
Florida 32903, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.



STEVE PALED
Registered Agent

FILED
2001 AUG 13 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA