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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****PLAYKIDS DIRECT, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida providing for the formation of a Corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation; and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this Corporation (Which is hereinafter called the "Corporation" is :

PLAYKIDS DIRECT, INC.

ARTICLE II

This Corporation shall exist perpetually. Corporate existence shall begin on the day upon which these Articles are approved by the Secretary of the State of Florida.

ARTICLE III

The purpose of this Corporation is to transact any or all lawful businesses for which Corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

This Corporation is authorized to issue Five Hundred (500) Shares of Common Stock, which said shares shall have a par value of Ten (\$ 10.00) Dollars per share upon issuance.

ARTICLE V

The principal place of business of this Corporation shall be at 4281 S.W. 75TH Avenue, Miami, Florida 33155 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

The initial registered agent of this Corporation upon whom process may be served is Behdad Azadi, 4281 S.W. 75th Avenue, Miami, Florida 33155

ARTICLE VII

This Corporation shall have one director(s) initially. The number of directors shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VIII

The name and street addresses of the initial director(s) of this Corporation are:
Behdad Azadi, 4281 S.W. 75th Avenue, Miami, Florida 33155

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DIVISION OF CORPORATIONS

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The aforesaid director(s) shall hold office for the first year of this Corporation's existence or until a successor is chosen as provided for in the bylaws.

The initial officers of this Corporation and their addresses are:

President: Behdad Azadi, 4281 S.W. 75th Avenue, Miami, Florida 33155

Vice President: Not Elected Yet

Treasurer: Not Elected Yet

Secretary: Behdad Azadi, 4281 S.W. 75th Avenue, Miami, Florida 33155

ARTICLE IX

The name and street address of the incorporator(s) is/are:

Behdad Azadi, 4281 S.W. 75th Avenue, Miami, Florida 33155

The undersigned has (have) executed these Articles of Incorporation this 5 day of September, 2001.


Behdad Azadi, Incorporator

NOT 000096609

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ Registered agent, in the State of Florida.

1. The name of the Corporation is: PLAYKIDS DIRECT, INC.
2. The name and address of the registered agent and office is: Behdad Azadi, 4281 S.W. 75th Avenue, Miami, Florida 33155.

Signature: 

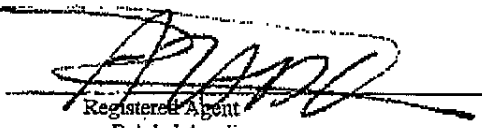
Behdad Azadi

Title: President

Date: September 5, 2001

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the 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.

Date: September 5, 2001


Registered Agent
Behdad Azadi01 SEP - 6 PM 3:54
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DIVISION OF CORPORATIONS

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State of Florida)

County of Dade)

The foregoing Articles of Incorporation was acknowledged before me on September 5, 2001

by Behdad Azadi known to me to be the incorporator(s) ofPLAYKIDS DIRECT, INC.

and Behdad Azadi acknowledged and agreed to the designation and
duties of Registered Agent for the above mentioned Corporation that is being organized under the laws of
the State of Florida.

Maria E. Vasallo
Notary Public, In and For the State of Florida, At Large

Expiration:



MARIA E. VASALLO
MY COMMISSION # CC 686001
EXPIRES: OCT. 6, 2001
BONDED THRU SERVICE INS.
() Personally Known () Other I.D.

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STATE OF FLORIDA
DIVISION OF REVENUE