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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

BillionairesToyStore.com, Inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida Corporation is:
BillionairesToyStore.com Inc.

Article II. Address

The Corporation's mailing address is:
370 SE Mizner Boulevard
Suite 1604
Boca Raton, Florida 33432

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Robert Zankl
370 SE Mizner Boulevard
Suite #1604
Boca Raton, FL 33432

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Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Robert Zankl

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Registered Agents Ltd.
1220 North Market Street
Wilmington, DE 19801
800-441-5940

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock with 1.00 par value.

Article VI. Incorporator

The name and address of the incorporator is:

Wendy Gragg
1220 Market Street
Suite 606
Wilmington, DE 19801

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 21, 2002.

The undersigned incorporator executed these Articles of Incorporation on November 21, 2002


Wendy Gragg
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

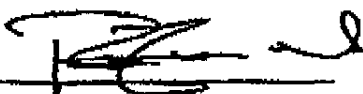
CORPORATION:

BillionaireToyStore.com Inc.

REGISTERED AGENT/OFFICE

Robert Zaski
370 SB Minter Boulevard
Suite #1604
Boca Raton, FL 33432

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Date: 11/20/02

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1220 North Market Street, Suite 606
Wilmington, DE 19801
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