

APR-14-2003 MON 12:50

DIVISION OF CORPORATIONS

**P03000041753**

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Florida Department of State  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**TOY'S TICKET SERVICE INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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## ARTICLES OF INCORPORATION

OF

Toy's Ticket Service Inc.,

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporation Act.

### ARTICLE I.

#### CORPORATE NAME

The name of this Corporation is Toy's Ticket Service, Inc.

### ARTICLE II

The Corporation's principal office is:

6950 Cypress Road, Suite 104  
Plantation, FL 33317

The Corporation's mailing address is:

6950 Cypress Road, Suite 104  
Plantation, FL 33317

### ARTICLE III

#### NATURE OF CORPORATE BUSINESS

This Corporation, through its officers, employees and agents shall be authorized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

### ARTICLE IV.

#### CAPITAL STOCK

This Corporation is authorized to issue a maximum of ten thousand (10,000) shares of stock. The shares of stock authorized shall be common stock having a par value of \$0.01 per share.

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#### ARTICLE V

##### QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

#### ARTICLE VI

##### INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

#### ARTICLE VII

##### LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

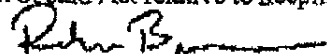
#### ARTICLE VIII

##### INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Robert Brown  
6950 Cypress Road, Suite 104  
Plantation, FL 33317

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

  
Robert Brown

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## ARTICLE IX.

### BOARD OF DIRECTORS

The Corporation shall have five Directors. The number of Directors may be altered from time to time in accordance with By-Laws adopted by the Stockholders.

The names and post office addresses of the initial Directors of the Corporation are:

Robert Brown  
6950 Cypress Road, Suite 104  
Plantation, FL 33317

Heather P. Novak  
6950 Cypress Road, Suite 104  
Plantation, FL 33317

The initial Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

### INCORPORATOR

Dearman & Gerson  
150 North University Drive, Suite 200  
Plantation, Florida 33324

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Dearman & Gerson  
150 North University Drive, Suite 200  
Plantation, Florida 33324

THE UNDERSIGNED INCORPORATOR, for business within the State of Florida, does make and file these Articles of Incorporation.

  
Mark J. Dearman, Esq

Dated this 14th day of April, 2003.

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