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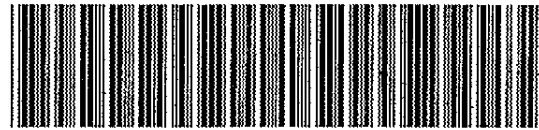
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05/05/03--01083--002 **70.00

I. Q. Toys, Inc.
3310 Bermuda Island Cir. #255
Naples, FL 34109

Certified Copies _____ Certificates of Authenticity _____

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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T SMITH MAY 12 2003

ARTICLES OF INCORPORATION

OF

I.Q. TOYS, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of **I.Q. TOYS, INC.** does hereby set forth and declare:

C H A R T E R

ARTICLE I

The name of the corporation shall be **I.Q. TOYS, INC.**, Community of Naples, County of Collier, State of Florida.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The authorized capital stock, which the corporation may issue, shall be **One Thousand (1000) shares** of \$1.00 par value common stock, which shall be non-assessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

ARTICLE IV

The corporation shall commence business on filing with the Secretary of State.

ARTICLE V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE VI

The principal place for the transaction of its business shall be at 3310 Bermuda Island Circle, Unit #215, Community of Naples, County of Collier, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may by resolution, designate.

ARTICLE VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws. The name(s) and post office address(es) of the initial Board of Directors are as follows:

MOSHE MAMAN

3310 Bermuda Island Circle, Unit #215
Naples, Florida 34109

ARTICLE VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

MOSHE MAMAN

President

ARTICLE IX

The name(s) and post office address(es) of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

MOSHE MAMAN

3310 Bermuda Island Circle, Unit #215 100%
Naples, Florida 34109

ARTICLE X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

ARTICLE XI

The street address of the initial registered office of this corporation is 3310 Bermuda Island Circle, Unit #215, Naples, Florida 34109 and the name of the initial registered agent of this corporation at that address is Moshe Maman.

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SECRETARY OF STATE

ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt bylaws which would be in conflict with the Bylaws adopted by the shareholders.

ARTICLE XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to defect or insufficiency of notice.

ARTICLE XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him/her in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fee and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

ARTICLE XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by vote of

a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Naples, Florida, this 30 day of April, 2003


MOSHE MAMAN.

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Moshe Maman who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and she certified and acknowledged that she made and executed said certificate for the use and purpose therein expressed.

WITNESS my hand and official seal this 30 day of April, 2003

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OHD.L. SR633004

TYPE OF IDENTIFICATION OR
PERSONALLY KNOWN



Karla M. St. John
My Commission DD139535
Expires August 06, 2006


NOTARY PUBLIC
KARLA M. ST. JOHN
PRINT NAME

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

The name of the corporation is: I.Q. TOYS, INC.

The name and address of the registered agent and office is:

Moshe Maman

(Name)

3310 Bermuda Island Circle, Unit#215

(P.O. Box not acceptable)

Naples, Florida 34109

(City/State/Zip code)

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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.

(Signature)

(Date)

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TALLAHASSEE, FLORIDA