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

**tomy enterprises, inc.**

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ARTICLES OF INCORPORATION

TOMY INTERNATIONAL ENTERPRISES, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be:

TOMY INTERNATIONAL ENTERPRISES, INC.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III  
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV  
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V  
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is: 169 East Flagler, Suite 1527, Miami, Florida 33131. The Board of Directors may from time to time

Presented By: H. BENJAMIN SANDS, ESQ., Florida Bar No. 51251, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.

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move the principal office to another address in Florida.

**ARTICLE VI**  
**NUMBER OF DIRECTORS**

This Corporation shall have not less than one (1) Director.

**ARTICLE VII**  
**FIRST BOARD OF DIRECTORS**

The name and street address of the initial members of the Board of Directors are:

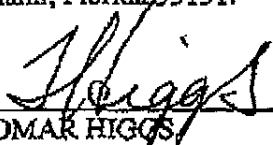
TOMAR HIGGS  
169 EAST FLAGLER STREET, SUITE 1527  
MIAMI, FLORIDA 33131

**ARTICLE VIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: 169 East Flagler Street, Suite 1527, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at the address is: H. BENJAMIN SANDS.

**ARTICLE IX- INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: TOMAR HIGGS, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.

  
\_\_\_\_\_  
TOMAR HIGGS

Presented By: H. BENJAMIN SANDS, ESQ., Florida Bar No. 51251, 169 East Flagler Street, Suite 1527,  
Miami, Florida 33131.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

**TOMY INTERNATIONAL ENTERPRISES, INC.**, a corporation being organized under the laws of the State of Florida, with its principal place of business: 169 East Flagler Street, Suite 1527, Miami, Florida 33131, has named **H. BENJAMIN SANDS**, located at 169 East Flagler Street, Suite 1527, Miami, Florida 33131, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.

  
Registered Agent - H. BENJAMIN SANDS

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Presented By: **H. BENJAMIN SANDS, ESQ.**, Florida Bar No. 51251, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.

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