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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
ELGO, INC.

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February 2, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: ELGO, INC.
REF: W12000006378

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is A0600000175 (ELGO LIMITED PARTNERSHIP).

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Valerie Herring
Regulatory Specialist II
New Filing Section

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ELGO CONSTRUCTION TOYS, INC.**

ARTICLE I.

NAME

The Name of the Corporation is ELGO CONSTRUCTION TOYS, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.
3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 1,000 shares with par value of \$1.00 per share.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 444 Brickell Avenue, Suite 300, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN, ESQ.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first board of directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Stephen Minsk	444 Brickell Ave., Ste. 300 Miami, FL 33131
Torsten Geller	444 Brickell Ave., Ste. 300 Miami, FL 33131

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., 444 Brickell Avenue, Suite 300, Miami, Florida 33131.

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TALLAHASSEE, FLORIDA


ARTICLE IX.
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X.
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 1st day of February, 2012.



Stewart A. Merkin, Esq.
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ELCO CONSTRUCTION TOYS, INC.
2. The name and address of the Registered Agent and office is:

Stewart A. Merkin, Esq.
444 Brickell Avenue, Suite 300
Miami, Florida 33131

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 OF 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.

SIGNATURE


Stewart A. Merkin, Esq.

DATE: February 3, 2012

Filed by:
Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444