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LAW OFFICES  
LAWRENCE H. ROGOVIN

PROFESSIONAL ASSOCIATION

17071 WEST DIXIE HIGHWAY

NORTH MIAMI BEACH, FLORIDA 33162 MAY -1 1995

LAWRENCE H. ROGOVIN\*  
\* ALSO MEMBER OF THE NEW YORK BAR

SECRET  
TALLAH

TELEPHONE

DADE: (305) 945-1851

BROWARD: (305) 920-9793

TELECOPIER: (305) 944-7549

April 25, 1995

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: RARE TOYS & GAMES, INC.

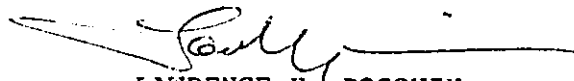
Gentlemen:

We enclose original and a copy of Articles of Incorporation of Rare Toys & Games, Inc.

We also enclose our check payable to the Secretary of State in the amount of \$122.50 in payment of the filing, certification and registered agent designation fees.

Please return to us a file stamped copy of the Articles.

Very truly yours,

  
LAWRENCE H. ROGOVIN

LHR:cmd  
enclosures

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\*\*\*\*122.50 \*\*\*\*122.50

NANCY HENDRICKS MAY - 8 1995

ARTICLES OF INCORPORATION

OF

RARE TOYS & GAMES, INC.

FILED

95 MAY -1 AM 9:27

SECRETED  
TALLAHASSEE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be RARE TOYS & GAMES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

17071 West Dixie Highway  
Suite B  
North Miami Beach, FL 33160

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of One Dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Lawrence H. Rogovin, Esquire, 17071 West Dixie Highway, Suite B, North Miami Beach, FL 33160.

ARTICLE V - INITIAL BOARD OF DIRECTORS


This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by amendment of the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Lawrence H. Rogovin  
17071 West Dixie Highway  
Suite B  
North Miami Beach, FL 33160

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Lawrence H. Rogovin, Esquire, 17071 West Dixie Highway, Suite B, North Miami Beach, FL 33160.

The undersigned has executed these Articles of Incorporation  
this 25th day of April, 1995.

  
Lawrence H. Rogovin, Incorporator  
17071 West Dixie Highway  
Suite B  
North Miami Beach, FL 33160

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT  
THE APPOINTMENT AS 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 OBLIGATION OF MY  
POSITION AS REGISTERED AGENT.

  
Lawrence H. Rogovin, Esquire

Date: April 25, 1995

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