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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

RARE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF MERGER
OF
RARE TOYS & GAMES, INC.
AND
RARE, INC.

FILED
03 MAY 23 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Rare Toys & Games, Inc. with and into Rare, Inc. as approved by the Board of Directors of Rare Toys & Games, Inc. on May 16, 2003 and adopted at a meeting by the Board of Directors of Rare, Inc. on May 16, 2003.

2. The merger of Rare Toys & Games, Inc. with and into Rare, Inc. is permitted by the laws of the jurisdiction of organization of Rare, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Rare, Inc. was May 16, 2003.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing.

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Executed on May 16, 2003.

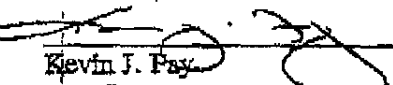
Rare Toys & Games, Inc.

By:


Kevin J. Fay
Vice President and Secretary

Rare, Inc.

By:


Kevin J. Fay
Vice President and Secretary

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PLAN OF MERGER

1. Rare, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Rare Toys & Games, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Rare Toys & Games, Inc. into Rare, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware General Corporation Law.
2. The separate existence of Rare Toys & Games, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Rare, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law.
3. The issued shares of Rare Toys & Games, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Rare, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.