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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: THE CORPORATE KIT COMPANY
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(((H95000005339))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: T'S TOYS III, INC.
FAX AUDIT NUMBER: H95000005339
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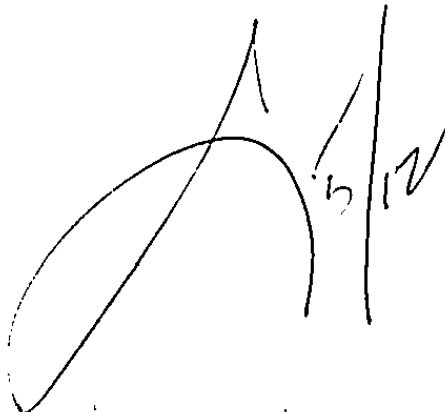
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MAY 12 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



95-0117 11:10:56

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ARTICLES OF INCORPORATION
OF
T'S TOYS II, INC.

FILED
55 MAY 12 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be T's Toys II, Inc. The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE II

The corporation is being organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the laws of the United States.

ARTICLE III

The authorized capital of this corporation shall consist of Ten Thousand Shares of common stock with par value of One (\$1.00) Dollar per share. All of the stock be payable in cash, real or personal property, or labor or services in lieu of cash, the valuation of any of the above to be fixed by the board of directors of this corporation.

ARTICLE IV

The street address of the initial principal office and the name and address of it's registered agent shall be as follows:

*Alfonso & Segredo
Frank Segredo, Esq.
901 Ponce de Leon Blvd. #701
Miami, Fl 33134
(305) 444-1741
Attn. Box No. 358010*

H9500005339

Reference

H9500005339

**JORGE M. HINE, JR.
400 GLENHIDE ROAD
KEY BISCAYNE, FLORIDA 33149**

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ARTICLE VI

The name and address of the incorporator of this corporation is:

JORGE M. HINE, JR.
400 GLENHEDGE ROAD
KEY BISCAYNE, FLORIDA 33149

ARTICLE VII

The corporation, by duly adopted action of the board of directors, may indemnify and insure its officers and directors to the extent now or hereafter, permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, pursuant to the laws of the State of Florida, does hereby execute and file these Articles, declares and certifies that the facts herein stated are true this 10th day of March, 1995.

JORGE M. HINE, JR.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Incorporation.

FRANCIS BEGAREDO

FILED
95 MAY 12 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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