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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINED STREET
TALLAHASSEE, FL 32399
FAX: (904) 822-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 3302-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: T'S TOYS II, INC.
FAX AUDIT NUMBER: H95000005338
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95 MAY 12 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/12

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R.A. Accept
for Sign

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CELESTIAL

MAY-12-1995 11:23 FROM EMP/IME

TO DIU COMP ELT FI P.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Moetham
Secretary of State

May 12, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: T'S TOYS II, INC.
REF: H95000010160

We have received your document for T'S TOYS II, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000005338
Letter Number: 795A00024502

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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

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MAY 12 PM 3:08
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:

(305) 444.1741
Albornoz & Segredo
Frank Segredo, Esq.
Aa Box No. 358010
901 Ponce de Leon Blvd.
Suite # 701
Miami, FL 33134

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FRANK J. SEOREDO
901 PONCE DE LEON BLVD.
SUITE #701
CORAL GABLES, FLORIDA 33134

ARTICLE V

The initial board of directors of the corporation shall be composed of one person.
The name and address of this corporation's directors are as follows:

JORGE M. HINE, JR.
408 GLENRIDGE ROAD
KEY BISCAYNE, FLORIDA 33140

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ARTICLE VI

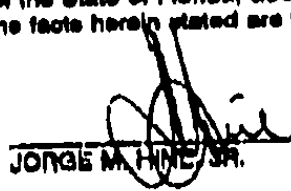
The name and address of the incorporator of this corporation is:

**JORGE M. HINE, JR.
400 GLENWIDGE 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.


FRANK J. BECERRA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 12 PM 3:08

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