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FAX: (305) 541-3770  
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((H95000006515))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: WORLDWIDE TOY DISTRIBUTORS. CORP.  
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JUN 15 AM 9:11  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Moriham  
Secretary of State

June 12, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: WORLDWIDE TOY DISTRIBUTORS, INC.  
REF: W95000011847

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

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If you have any questions concerning the filing of your document, please call (904) 487-6975.

Jerri Weismann  
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Letter Number: 695A00020656

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

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**ARTICLES OF INCORPORATION  
OF  
WORLDWIDE TOY DISTRIBUTORS, CORP., a Florida Corporation**

FILED  
95 JUN 15 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I-NAME**

The name of this Corporation is **WORLDWIDE TOY DISTRIBUTORS, CORP., a Florida Corporation.**

**ARTICLE II-DURATION**

This Corporation shall have a perpetual existence commencing on the Date of Filing.

**ARTICLE III-PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV-CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of Ten Dollars (\$10.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS**

The name and street address of the initial registered office of this Corporation is **Jorge Enrique Rodriguez, P.A., 777 Brickell Avenue, Suite 950, Miami, FL 33155.** The initial corporate address of this corporation is **275 Fountainebleau Blvd., Suite 160, Miami, Florida 33172.**

**ARTICLE VI- INITIAL BOARD OF DIRECTORS**

This Corporation shall have **TWO (2)** Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than **TWO (2).** The name and address of the initial Directors are:

<b>NAME</b>	<b>ADDRESS</b>
<b>Juan Carlos Macias</b>	<b>11958 S.W. 72 Terrace Miami, Florida 33183</b>
<b>Gilberto Morales</b>	<b>9345 50 Circle North Miami, Florida 33166</b>

This Document Prepared By:  
**Jorge Enrique Rodriguez, Esq.**  
777 Brickell Avenue, Suite 950  
Miami, FL 33155  
(305) 555-7800  
FL Bar No. 378747

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#### ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

#### ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X-INCORPORATOR

The person signing these articles is Juan Carlos Macias, whose address is 11958 S.W. 72 Terrace, Miami, Florida 33183.

#### ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 5<sup>th</sup> day of June, 1995.

  
Juan Carlos Macias

#### ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 5<sup>th</sup> day of June, 1995.

By:

  
Jorge Enrique Rodriguez, Esq.

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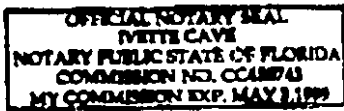
STATE OF FLORIDA)  
COUNTY OF DADE )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Juan Carlos Macias, personally known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of Worldwide Toy Distributors, Corp., a Florida Corporation, and acknowledged before me that he executed those Articles of Incorporation and who took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21 day of June, 1995.

*Mette Cave*  
NOTARY PUBLIC

My commission expires on:



FILED  
95 JUN 15 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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