

Rodriguez, Kinzbrunner & Company

A Partnership of Professional Associations

Miguel J. Rodriguez, CPA
David Kinzbrunner, CPA
Zena Kinzbrunner, CPA

P96000000 8692

January 17, 1996

Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-17-96

To Whom It May Concern:


Please find enclosed an original set of the ARTICLES OF INCORPORATION for Castle Toys Corp. and a check in the amount of \$122.50, the filing fee.

Castle Toys Corp. would like this incorporation to be effective as of date of execution of and acknowledgment of said Articles.

Please return any papers or information regarding this to me at the first address listed below. I may be reached between 9:00 and 5:00 Monday through Friday if you require any additional information.

Sincerely yours,

RODRIGUEZ, KINZBRUNNER & COMPANY


Miguel J. Rodriguez

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Enclosures (2)

cc: Castle Toys Corp.

Dmc
1-29-96

FILED
96 JAN 24 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 JAN 24 AM 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CASTLE TOYS CORP.

Article I - Name

The name of the corporation shall be:

EFFECTIVE DATE

1-17-96

CASTLE TOYS CORP.

The principal place of business of this corporation shall be 314 NORTH UNIVERSITY DRIVE, SUITE 110, PEMBROKE PINES, FL 33024.

Article II - Duration

This corporation shall commence its corporate existence on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4801 South University Drive, Davie, FL 33328 and the name of the initial registered agent of this corporation at that address is Miguel J. Rodriguez.

Article VII - Initial Board of Directors

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

Maria Cristina Sierra
30 Matador Lane
Davie, FL 33324

Article VIII - Incorporators

The name and address of the person signing these Articles is:

Miguel J. Rodriguez
4801 S. University Drive
Davie, FL 33328

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

The undersigned subscriber has executed these Articles of Incorporation this 17th day of January, 1996.


Miguel J. Rodriguez

Acceptance of Designation

FILED

96 JAN 24 AM 9:46

The undersigned, Miguel J. Rodriguez, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Miguel J. Rodriguez