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TO: DIVISION OF CORPORATIONS

FROM: RILEY TOYS, INC.

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DEPARTMENT OF REVENUE

492 W. FLORIDA

SUITE 200

STATE OF FLORIDA

MIAMI FL 33130

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1000 1000 1000 1000

TALLAHASSEE FL 32300

CONTACT: RAY STORMONT

FAX: 1904 541-3094

PHONE: (306) 541-3094

FAX: (306) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RILEY TOYS, INC.

FAX AUDIT NUMBER: H98000001696

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ARTICLES OF INCORPORATION  
OF  
RILEY TOYS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The Name of the Corporation is Riley Toys, Inc.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Manfred Rosenow, Esq.  
2425 Coral Way  
Miami, Florida 33145  
Fla. Bar No. 0831638

(305) 858.7871

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred (100) of voting common stock with \$1.00 par value per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 9330 S.W. 104 Street, Miami, Florida 33176.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 2425 Coral Way, Miami, Florida 33145. The initial registered agent at that address is LAW FIRM OF MANFRED ROSENOW, P.A.

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## ARTICLE VIII.

## DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors and officers who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

<u>NAME</u>	<u>OFFICE</u>
Luis Fernando Lopez 9731 S.W. 142 Place, Miami, Florida 33186	President/Secretary/ Vice President/Treasurer

## ARTICLE IX.

## INCORPORATOR

The name and address of the incorporator is: Manfred Rosenow, Esq., 2425 Coral Way, Miami, Florida 33145.

## ARTICLE X.

## INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

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IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 26th day of January, 1996.

LAW FIRM OF MANFRED ROSENOW, P.A.

By: 

MANFRED ROSENOW

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:  
RILEY TOYS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT IS:

LAW FIRM OF MANFRED ROSENOW, P. A.  
2425 CORAL WAY  
MIAMI, FLORIDA 33145

SIGNATURE

  
 MANFRED ROSENOW

TITLE:

INCORPORATOR

DATE:

January 26, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
 MANFRED ROSENOW

DATE:

January 26, 1996

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