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WEINER & STEINGOLD
ATTORNEYS • AT • LAW

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WORLDWIDE OFFICES:

CARACAS, VENEZUELA • CURITIBA, BRAZIL • MINSK, RUSSIA • MONTREAL, QUEBEC, CANADA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Bar Licensed:

MAY-WONG CHOU, ESQ.
ANDY B. STEINGOLD, ESQ.
MARK R. WEINER, ESQ.

Of Counsel:

WALTER MACECO, Brazilian Bar
CARMEN SOSA, Venezuelan Bar
REZA NAJAFI, Iranian Bar
SAM KULIK, Quebec Bar

January 23, 1996

100 N. TAMPA STREET
SUITE 3320
TAMPA, FLORIDA 33602
(813) 229-0400
TELECOPIER (813) 229-9334

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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02/23/96--01034--003
*****122.50 *****122.50

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: PAM TOYS, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of the above referenced corporation as well as a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50).

Please return the certified copy of the Articles of Incorporation to this office at the above address.

Should you have any questions, please feel free to contact me.

Sincerely yours,

WEINER & STEINGOLD
Attorneys at Law


Mark R. Weiner
Immigration Lawyer

MWC/mal

8/11/26/96

**ARTICLES OF INCORPORATION
OF
PAM TOYS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

PAM TOYS, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) **Manufacturer and sales of toys and import/export of goods to complete this in the State of Florida pursuant to the laws of Florida and the U.S.A.**

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed

directly or indirectly to promote the interest of this corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$100.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

The shares shall be held as follows:

40% (40 Shares)	Sidney Terna De Campos
40% (40 Shares)	Dirceu Terna De Campos
20% (20 Shares)	Jose Torres De Campos

ARTICLE FIVE

The beginning capital of this corporation shall be \$10,000.00.

ARTICLE SIX

The corporation shall not have directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

5850 Lakehurst Dr.
Suite 150-21
Orlando, Fl. 32819

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT, VICE-PRESIDENT,

Sidney Terna De Campos
5850 Lakehurst Dr.
Suite 150-21
Orlando, Fl. 32819

SERETARY & TREASURER:

Lilian C.S. Campos
5850 Lakehurst Dr.
Suite 150-21
Orlando, Fl. 32819

ARTICLE NINE

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Sidney Terna De Campos
5850 Lakehurst Dr.
Suite 150-21
Orlando, Fl. 32819

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Sydney Terna De Campos
5850 Lakehurst Dr.
Suite 150-21
Orlando, Fl. 32819

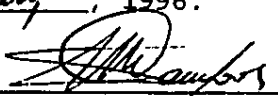
ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 6th day of February, 1996.



Sydney Terna De Campos
5850 Lakehurst Dr.
Suite 150-21
Orlando, Fl. 32819

STATE OF FLORIDA

COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, personally appeared Sidney T. de Campos, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 6th day of February 1996.

Jose M. Almeida
NOTARY PUBLIC
MY COMMISSION EXPIRES:



JOSE M ALMEIDA
COMMISSION # CC 520334
EXPIRES DEC 22, 1999
BONDED THRU
ATLANTIC BONDING CO INC

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, Sidney Terna De Campos, hereby accept designation as Resident Agent on this 6th day of February, 1996.

Sidney Terna De Campos
Sydney Terna De Campos
5850 Lakehurst Dr.
Suite 150-21
Orlando, Fl. 32819

STATE OF FLORIDA

COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, personally appeared Sidney T. de Campos, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he

acknowledged before me that he signed the same and uses and purposes therein set forth.

FILED

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WITNESS my hand and official seal this February 1996.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jose M Almeida
NOTARY PUBLIC
MY COMMISSION EXPIRES: .



JOSE M ALMEIDA
COMMISSION # CC 520334
EXPIRES DEC 22, 1999
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ATLANTIC BONDING CO INC