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April 4, 1996

VIA FEDERAL EXPRESS

Secretary of State, Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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RE: New Corporation Filing - Miami Toy Makers, Inc.
Our Client No. 1337.001

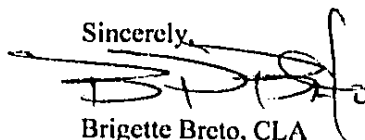
Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation (with Acceptance of Appointment by Registered Agent) of Miami Toy Makers, Inc.

Please register this corporation by filing the Articles of Incorporation in the records of the Secretary of State. Our firm's check in the amount of \$122.50 payable to the Secretary of State is enclosed as payment of your fees. Please return the certified stamped copy of the filed Articles of Incorporation to the undersigned in the enclosed self-addressed envelope.

Contact the undersigned at (305)377-2200 if there are any questions regarding the above matter. Thank you for your prompt attention to this matter.

Sincerely,



Brigitte Breto, CLA
Paralegal

/bpb
Enclosures

cc: Jeffrey M. Herman, Esq.

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DIVISION OF CORPORATIONS
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gg 4/10/96

ARTICLES OF INCORPORATION

OF

MIAMI TOY MAKERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR -5 PM 1:22

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the Corporation (hereinafter called the "Corporation") is **Miami Toy Makers, Inc.**

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works, and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

- (a) inventions, devices, formulae, processes, and any improvements and modifications thereof;
- (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
- (c) franchises, licenses, grants, and concessions.

To have all of the powers conferred upon corporations organized under the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is **ONE HUNDRED (100)**, all of which are of **NO PAR VALUE** each and are of the same class and are to be Common shares.

FIFTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: The address of the Corporation is as follows:

276 S. W. 33rd Street
Ft. Lauderdale, Florida 33315

SEVENTH: The address of the initial registered office of the Corporation in the State of Florida and the registered agent of the corporation at such address are as follows:

NAME

ADDRESS

JEFFREY M. HERMAN, ESQ.

**One Southeast Third Avenue
Suite 2110
Miami, Florida 33131**

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is **ONE**.

The name and the address of each person who is to serve as a member of the initial Board of Directors of the Corporation are as follows:

NAME

ADDRESS

PHILIP D. BART

**276 S. W. 33rd Street
Ft. Lauderdale, Florida 33315**

NINTH: The name and the address of the incorporators are as follows:

NAME

ADDRESS

JEFFREY M. HERMAN, ESQ.

**One Southeast Third Avenue
Suite 2110
Miami, Florida 33131**

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

ELEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed this 9TH day of April, 1996.



JEFFREY M. HERMAN, ESQ.
INCORPORATOR

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

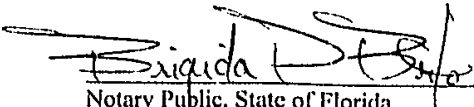

JEFFREY M. HERMAN, ESQ.
One Southeast Third Avenue
Suite 2110
Miami, Florida 33131

FILED
STATE
SECRETARY OF CORPORATIONS
96 APR - 5 PM 1:00

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

On this 7th day of April, 1996, before me, a Notary Public in and for the State and County aforesaid, personally appeared **JEFFREY M. HERMAN ESQ.**, who is personally known to me to be the person named as the incorporator and registered agent in the foregoing Articles of Incorporation of **MIAMI TOY MAKERS, INC.**, and who duly acknowledged to me that he signed said **ARTICLES OF INCORPORATION** as the incorporator of said corporation and that he signed the above **ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**.

Witness my hand and seal of office on the day and year aforesaid.


Notary Public, State of Florida

Brigida P. Breto
(Print Name of Notary Public)

Commission expires: _____

(Notarial Seal)

