

9600066/47
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: CAN PLAY PRODUCTS INC.
(proposed corporate name)

800001922438
-08/14/96--01101--019
****122.50 ****122.50

Enclosed please find an original and one (1) copy of the articles of Incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

Mr. Roberto C. Lopez & Associates
Name
8600 N.W. 53RD TERRACE, SUITE 107
Address
MIAMI, FLORIDA 33166
City, State, & Zip
(305) 477-0715
Telephone Number

SECRET
TALLAHASSEE, FLORIDA
JUL 14 1996

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SPECIAL INSTRUCTIONS:

Please send the documents to Mr. Roberto C. Lopez & Associates.

THANKS

Note: Additional copy of articles is needed when certified copy is requested.

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ARTICLES OF INCORPORATION
OF
CAN PLAY PRODUCTS, INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is :

CAN PLAY PRODUCTS, INC.

ARTICLE II

This corporation shall have perpetual existence beginning on:

Date of Incorporation

ARTICLE III

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

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock, with a par value of \$ 1.00 per share.

ARTICLE V

The street address of the initial registered office of this corporation shall be:

313 N.E. 48 STREET, FORT LAUDERDALE FLORIDA 33334
(The principal address and registered office address are the same)
or at such other place as may later be designed by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be:

MR. JULIO F. RODRIGUEZ

whose address shall be the address of the registered office of this corporation.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than one and not more than five as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and street addresses of the first Board of Directors who subject to the provisions of these articles of incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

NAMES	DIRECTORS	ADDRESSES
Carlos Gustavo R. Silva	President	313 N.E. 48 Street Fort Lauderdale 33334
Julio F. Rodriguez	Secretary	313 N.E. 48 Street Fort Lauderdale 33334
Carlos Gilberto Silva	Treasurer	313 N.E. 48 Street Fort Lauderdale 33334

ARTICLE IX

The names and street addresses of each incorporator of this corporation are:

Carlos Gustavo R. Silva	President	313 N.E. 48 Street Fort Lauderdale 33334
Julio F. Rodriguez	Secretary	313 N.E. 48 Street Fort Lauderdale 33334
Carlos Gilberto Silva	Treasurer	313 N.E. 48 Street Fort Lauderdale 33334

ARTICLE X

The By-Laws of this Corporation may be created, amended, or changed by either the stockholders or directors at any regular or duly scheduled special meeting.

ARTICLE XI

This corporation shall have, in addition to a President, Vice-President, Secretary & Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

ARTICLE XII

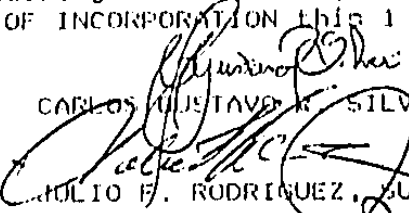
All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

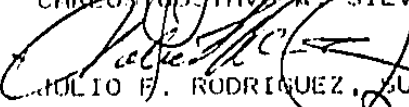
ARTICLE XIII

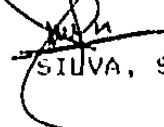
Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all cost and expenses (including attorney's fees) hereafter reasonably incurred by or imposed on him in connection with, or resulting from any action, suit, or proceedings, or whatever nature, to which he is or shall be made a part by reason of his being or having been director of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him as such Director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these ARTICLES OF INCORPORATION this 1 day of August 1996


CARLOS GUSTAVO R. SILVA, SUBSCRIBER


JULIO F. RODRIGUEZ, SUBSCRIBER


CARLOS GILBERTO SILVA, SUBSCRIBER

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on the 1__ day of August 1996_____
- personally appeared before me, an authorized officer duly com-
- missioned to administer oaths and take acknowledgments:

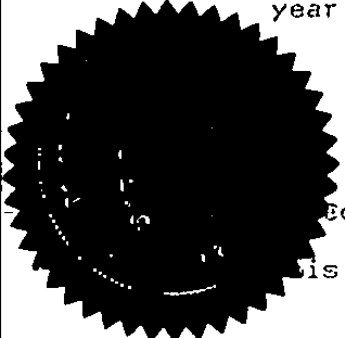

JULIO F. RODRIGUEZ

to me well known and known to be the person who executed the foregoing Articles of Incorporation, and acknowledged that he signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Dade, State of Florida, at the day and year above written.

Commission Expires:

This document was prepared by:



Notary Public, State of
Florida at Large
Roberto C. Lopez
Notary Public, State of Florida
Commission No. CC 416120
My Commission Expires 10/25/98
1-800-3-NOTARY - No Nerves to meet a Notary? Call
Koger Executive Center
8600 N.W. 53rd. TERRACE, STE
107, Miami, Florida 33166

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

In pursuance of Chapter 48.091 Florida Statutes, the
following is submitted in compliance with said Act:

THAT: CAN PLAY PRODUCTS, INC.

desiring to organize under the laws of the State of Florida, and
with its principal office, as indicated in the Articles of Incorporation at the city of Fort Lauderdale, County of Broward, State of Florida has named:


MR. JULIO F. RODRIGUEZ/SECRETARY 313 N.E. 48 STREET
FORT LAUDERDALE, FL
33334

County of Broward, State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative of keeping open said office.

BY:


JULIO F. RODRIGUEZ
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA