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ROBERT A. DULBERG, ESQ.
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October 7, 1996

VIA AIRBORNE EXPRESS

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

100001968041
-10/08/96--01128--017
*****70.00 *****70.00

Re: I LOVE TOYS, INC.

Gentlemen:

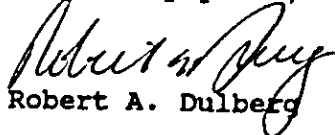
Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is a check in the sum of \$70.00 which represents payment on the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00

Please file the original of the enclosed Articles of Incorporation and return a stamped copy to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,


Robert A. Dulberg

RAD/kc
Enclosures

FILED
96 OCT -8 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA


10/18

**ARTICLES OF INCORPORATION
OF
I LOVE TOYS, INC.**

FILED
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TALLAHASSEE, FLORIDA

The undersigned elects to form a corporation in accordance with Florida Statute 607.0202 of the Florida Business Corporation Act as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be **I LOVE TOYS, INC.**

**ARTICLE II
EXISTENCE**

The existence of the Corporation shall be perpetual commencing upon filing of these Articles with the Department of State.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business or businesses of the Corporation is to engage in any activity, business or enterprise permitted by the laws of the United States and of the State of Florida.

**ARTICLE IV
SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is one-hundred (100) shares with a par value of \$1.00 per share.

**ARTICLE V
INITIAL OFFICE**

The street address of the initial office of the Corporation shall be:

1234 South Dixie Highway
Box 211
Coral Gables, FL 33146

ARTICLE VI
DIRECTORS

The number of directors constituting the initial board of directors shall be one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

The person(s) named as initial director(s) shall hold office for the first year of existence of the corporation or until their successor are elected or appointed and have qualified, whichever occurs first. The name(s) of the person(s) who shall serve as the initial director(s) are:

<u>NAME</u>	<u>ADDRESS</u>
DENISE MADAN	c/o 1234 South Dixie Highway Box 211 Coral Gables, FL 33146

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

ROBERT A. DULBERG, ESQ.
International Place, Suite 2100
100 S.E. 2nd Street
Miami, Florida 33131

ARTICLE VIII
REGISTERED AGENT

The name and address of the initial Registered Agent is:

ROBERT A. DULBERG, ESQUIRE
International Place, Suite 2100
100 S.E. 2nd Street
Miami, Florida 33131

ARTICLE IX
INDEMNIFICATION


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

The undersigned, being the Incorporator for the purpose of forming this Corporation, does subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 7th day of October, 1996.


ROBERT A. DULBERG, ESQUIRE
Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby accept and agree to act in this capacity, and further agree to comply with the provisions of applicable Florida Statutes, relative to keeping open said office.


ROBERT A. DULBERG, ESQUIRE
Registered Agent

FILED
96 OCT -8 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA