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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

KIDZmet TOYS OF BOCA, INC.

Profit

NonProfit

Amendment

Merger

Foreign

Dissolution

Mark

Limited Partnership

Annual Report

Other

Reinstate

Reservation

Change of Registered Agent

Certified Copy

Photo Copies

Certificate Under Seal

Call When Ready

Call If Problem

After 4:30

Walk In

Will Wait

Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

CR2E031 (R0-85)

CERTIFIED COPY

K.R. APR - 4 1997

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Florida Department of State
Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

KIDZMET Toys of Boca, Inc.
(name of corporation)

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97 APR 2 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

KIDZMET Toys of Boca, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

ONE THOUSAND

The corporation is authorized to issue 1,000 shares 1000 of TEN DOLLARS
Dollar(s) (\$ 10.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Betty Silverstone		
ADDRESS	10413 Lake Vista Circle		
CITY	Boca Raton	FLORIDA	ZIP 33498

The principal office, if known, or the mailing address of the corporation is:

NAME	Betty Silverstone		
ADDRESS	10413 Lake Vista Circle		
CITY	Boca Raton	FLORIDA	ZIP 33498

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

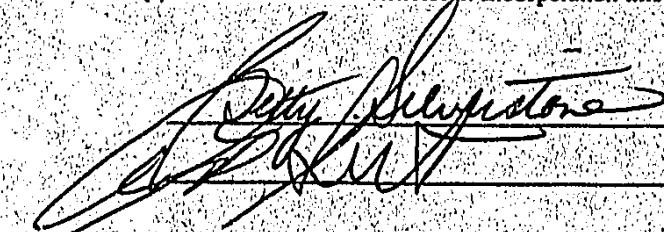
NAME	Elaine Silverstone		
ADDRESS	26 Pinyon Dr.		
CITY	Old Ridge	STATE	NJ
NAME	Amy Jacobs		
ADDRESS			
CITY			
NAME	Bryan Silverstone		
ADDRESS	10413 Lake Vista Circle		
CITY	SOCARATON	STATE	FL
	ZIP 33498		

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Betty Silverstone		
ADDRESS	10413 Lake Vista Circle		
CITY	SOCARATON	STATE	FL
NAME	Arthur Silverstone		
ADDRESS	10413 Lake Vista Circle		
CITY	SOCARATON	STATE	FL
NAME			
ADDRESS			
CITY			

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of March, 1997

 (Seal)

(Seal)

(Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KIDZMET Toys of Boca, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 10413 LAKE VISTA Circle

Boca Raton FLORIDA 33498

has named BETTY SILVERSTONE

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Betty Silverstone
(registered agent)