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P97000101284

November 24, 1997

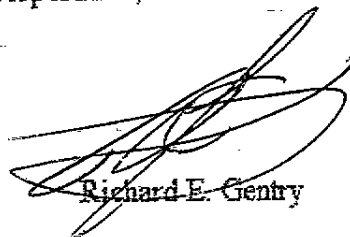
Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

Re: Weiss Toys, Inc.

800002358408--1
-11/26/97--01108--001
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the Articles of incorporation for Weiss Toys, Inc., and a check for the filing fee. Please file these for incorporation, and return the receipt to my office.


Richard E. Gentry

FILED
97 NOV 26 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 12/2/97

FILED

97 NOV 26 AM 10: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WEISS TOYS., INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the state of Florida.

ARTICLE I NAME

The name of the corporation shall be :
WEISS TOYS, INC.

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The address of the principal office of this corporation shall be 2555 DOBBS ROAD Ste 11, St. Augustine, Florida 32086, and the mailing address shall be the same.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2555 DOBBS ROAD Ste 11, St. Augustine, Florida 32086, and the name of the initial registered agent of the corporation at the address is TERRI D. WEISS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have two Directors, Initially. The names and addresses of the initial members of the Board of Directors are:

TERRI D. WEISS

700 Pope Road W. C2
St. Augustine, Florida

WILLIAM G. PACENT

1102 Buckingham Circ
Middletown, N.J. 0774

ARTICLE VII OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

TERRIU D. WEISS

2555 Dobbs Road Ste 11

Pres./Treas.

St. Augustine, Florida 32086

WILLIAM G. PACENT

1102 Buckingham Circle

V.Pres./Sec.

Middletown, N.J. 07748

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provision of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. Seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

TERRI D. WEISS
2555 Dobbs Road Ste 11
St. Augustine, Florida 32086

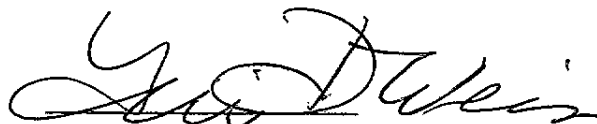
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97 NOV 26 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal
this day of November, 1997


TERRI D. WEISS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

TERRI D. WEISS, having been designated as the Registered Agent in the above and foregoing Article, is familiar with and accepts the obligations of the position of Registered Agent under section 607.0505, Florida Statutes.


TERRI D. WEISS