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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: TOYS & COMICS CORPORATION
AUDIT NUMBER.....H98000004505

DGC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

F. CHESSEY MAR 9 1998

**ARTICLES OF INCORPORATION
OF
TOYS & COMICS CORPORATION**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of the corporation shall be:

TOYS & COMICS CORPORATION

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein mentioned, as fully and to the same extent as natural persons might do, viz:

Prepared by: Ana D. Ares,
4080 SW 84th. Ave.
Suite C
Miami, Fl. 33135
(305) 229-8256

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TALLAHASSEE, FLORIDA

- (1) Transact any and all lawful business,
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate name,
TOYS & COMICS CORPORATION.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$ 10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

JOSE FERREIRO
1965 SOUTH OCEAN DRIVE, 18D
BATH NORTH
HALLANDALE, FL. 33009

The principal office shall be:

1965 SOUTH OCEAN DRIVE, 18D
BATH NORTH
HALLANDALE, FL. 33009

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ARTICLE VI

The initial Board of Directors shall consist of a total of (3) persons, and the names and addresses of them are:

SERGIO GABRIEL FERREIRO	PRESIDENT	50 SHARES
JOSE FERREIRO	VICE-PRESIDENT	25 "
HEBE LEMAIRE FERREIRO	TREASURER	25 "

The name and address of the incorporator executing these Articles of Incorporation is:

JOSE FERREIRO
1965 SOUTH OCEAN DRIVE, 18D
BATH NORTH
HALLANDALE, FL. 33009

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 6th day of March, 1998.



JOSE FERREIRO

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the corporation is:

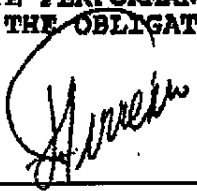
TOYS & COMICS CORPORATION

2. The name and address of the registered agent and office is:

**JOSE FERREIRO
1965 SOUTH OCEAN DRIVE, 18D
BATH NORTH
HALLANDALE, FL. 33009**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____



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