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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
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NAME: LOW LIFE TOYS INC.

AUDIT NUMBER.....H98000005981

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

CERT. OF STATUS..0

PAGES..... 4

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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

ARTICLES OF INCORPORATION OF

Low Life Toys Inc.

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION PURSUANT TO CHAPTER 607, FLORIDA STATUTES.

ARTICLES I: NAME

The name of the corporation shall be:

Low Life Toys Inc.

ARTICLES II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5845 Boggsford Rd
Port Orange, Fl 32127

ARTICLES III: 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.

ARTICLES IV: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 (one thousand) shares of common stock having \$1 par value per share.

ARTICLES V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Mary K Knepley
411 Ridge Blvd
South Daytona, Fl 32119

ARTICLES VI: TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Mary K. Knepley E.A.
P.O. Box 214432
South Daytona, Fl 32121
(904) 760-2551

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ARTICLES VII: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLES VIII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulation issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLES IX: DIRECTORS

The name and street address of the initial members of the Board of Directors of the corporation are:

Mark Bingaman
5845 Boggsford Rd
Port Orange, Fl 32127

ARTICLES X: OFFICERS

The name and street address of the initial officers of the corporation, or until their successors are elected or appointed are:

Mark Bingaman
5845 Boggsford Rd
Port Orange, Fl 32127

ARTICLES XI: INCORPORATOR(S)

The name(s) and address(es) of the incorporate(s) to these ARTICLES OF INCORPORATION (are):

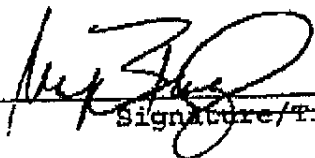
Mark Bingaman
5845 Boggsford Rd
Port Orange, Fl 32127

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The undersigned has (have) executed these Articles of Incorporation
this

25th day of March, 1998.



Signature/Title

Signature/Title

Signature/Title

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, FLORIDA STATUTES, the under 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: Low Life Toys Inc
2. The name and address of the registered agent and office is:

MARY K KNEPLEY
(NAME)

411 RIDGE BLVD

(P.O. BOX NOT ACCEPTABLE)

South Daytona, Fl 32119
(CITY/STATE/ZIP)

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 provision of all statutes relating to the proper and complete performing of my duties, and I am familiar with and accept the obligation of my position as registered agent.

SIGNATURE

Mary K Knepley

DATE

March 25, 1998

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MAR 27 PM 3:27
CLERK OF STATE
TALLAHASSEE, FLORIDA