

P98000062584

July 13, 1998

Florida Department of State Division of Corporation
409 East Gaines St.
Tallahassee, FL 32399

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-07/14/98-01082-001
****122.50 ****122.50

Re: New Articles of Incorporation

Gentlemen:


Please file the enclosed Articles of Incorporation for The U.S. Toy Exchange, Inc.
Our check for \$122.50, covering various fees, is enclosed. Please forward all
correspondence to:

Berkley C. Badger
c/o Investors Choice
600 Bypass Drive, Suite 210
Clearwater, FL 33764

EFFECTIVE DATE
7-13-98

We appreciate your prompt consideration of this matter.

Sincerely,


Berkley C. Badger
Incorporator

BCB:cb
USTEARTLCBB

Enclosure

FILED
98 JUL 14 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
7-16-98
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Articles of Incorporation
of The U.S. Toy Exchange, Inc.

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

Article I. Name

The name of the corporation shall be: The U.S. Toy Exchange, Inc. The principal place of business shall be 600 Bypass Drive, Suite 210, Clearwater, Florida 33764.

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 1,000,000 shares of voting common stock, having a par value of .01 cent per share, and 1,000,000 shares of non-voting common stock, having a par value of .01 cent per share.

Article IV. Address

The street address of the initial registered office of the corporation shall be 600 Bypass Drive, Suite 210, Clearwater, Florida 33764; the name of the initial registered agent of the corporation at that address is Berkley C. Badger.

Article V. Term of Existence and Effective Date

This corporation is to exist perpetually. The effective date of incorporation is July 13, 1998.

Article VI. Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this corporation, of or 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.

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TALLAHASSEE, FLORIDA

Cont: Articles of Incorporation of The U.S. Toy Exchange, Inc.
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TALLAHASSEE, FLORIDA

Article VII. Directors

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is: Berkley C. Badger, 324 Westgate Road, Tapron Springs, Florida 34689.

In witness whereof, the undersigned has hereunto set his hand and seal on this 13th day of July, 1998.



(SEAL) Berkley C. Badger, Incorporator

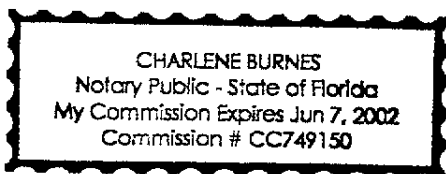
I, Berkley C. Badger, do hereby accept the position and responsibility of registered agent for the corporation known as: The U.S. Toy Exchange, Inc.



(SEAL) Berkley C. Badger, Registered Agent

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Attach Notary Documentation Here:



Charlene Burnes