



THE UNITED STATES
CORPORATION
COMPANY

P48000069154

ACCOUNT NO. : 072100000032

REFERENCE : 919338 7161585

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 6, 1998

ORDER TIME : 8:38 AM

ORDER NO. : 919338-005

CUSTOMER NO: 7161585

CUSTOMER: Rafael Cohen, Director
PLAY TOYS, INC.

306
3100 Riverside Drive
Pompano Beach, FL 33065

DOMESTIC FILING

NAME: PLAY TOYS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 PM 2:25

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-08/07/98-01003-026
****122.50 ****122.50

RECEIVED
98 AUG -7 AM 9:59
DIVISION OF CORPORATION

8-7
WS

CERTIFICATE OF INCORPORATION

-of-

PLAY TOYS, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

PLAY TOYS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) PER SHARE.

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DIVISION OF CORPORATIONS
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ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE THOUSAND DOLLARS (\$1000.00).

ARTICLE V

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

ARTICLE VI

The initial street address of the principal and registered office of the corporation shall be:

1455 N.W. 107 Ave.

Store #674

Miami, FL 33172

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and addresses of the members of the first Board of Directors of this Corporation are as follows:

Rafael Cohen

3100 Riverside Drive #306

Coral Springs, FL 33065

ARTICLE IX

The names and street addresses of the persons signing these articles of Incorporation as subscriber are as follows:

Rafael Cohen

3100 Riverside Drive #306

Coral Springs, FL 33065

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Rafael Cohen, being competent to contract, has hereunto set his hand and seal this 5 day of AUG., 1998.

Rafael Cohen SEAL

STATE OF FLORIDA)

) SS

COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public of the State of Florida, personally appeared Rafael Cohen, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 5 day of AUG., 1998.

(NOTARY SEAL)

Sylvia Berg

Notary Public, State of Florida

My Commission Expires:



Sylvia Berg
MY COMMISSION # 02677348 EXPIRES
November 13, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 PM 2:25

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

FIRST: That Play Toys, Inc., desiring to organize under the Laws
of the State of Florida with its principal and registered
offices as indicated in the Articles of Incorporation, in the
city of Miami, County of Dade, State of Florida, has named
Rafael Cohen as its agent to accept services of process within
this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the
above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office. . .

By: *X Rafael Cohen*
Resident Agent