| THE UNITED STATE CORPORATION | ACCOUNT NO.: 072100000032 | DIVIS |
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| | REFERENCE: 919338 7161585 | HEGRETA 98 AUG |
| | AUTHORIZATION : | 高山 |
| | COST LIMIT : \$ PREPAID | P APP |
| ORDER DATE | : August 6, 1998 | OF STATION: PM 2: 25 |
| ORDER TIME | : 8:38 AM | တ |
| ORDER NO. | : 919338-005 | noced. |
| CUSTOMER NO | 400026 0: 7161585 -08/07/ *****12 | 980100302 2.50 ****122 |
| CUSTOMER: | Rafael Cohen, Director PLAY TOYS, INC. | age of Carlot |
| | # 306 3100 Riverside Drive Pompano Beach, FL 33065 | |
| | DOMESTIC FILING | |
| MAN | E: PLAY TOYS, INC. | |
| | EFFECTIVE DATE: | REC 98 AUG - DIVISION OF |
| | CLES OF INCORPORATION | SHOP OF THE CO |

EXAMINER'S INITIALS:

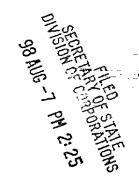
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFICATE OF GOOD STANDING

_ CERTIFIED COPY ___ PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

7 AH 9: 59 CORPORATION



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.

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 #300 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.

the undersigned, Rafael Cohen, being WHEREOF, IN WITNESS competent to contract, has hereunto set his hand and seal this

day of <u>AUG.</u>, 1998.

STATE OF FLORIDA)

)SS

COUNTY OF BROWARD)

the undersigned Notary Public of the State of BEFORE ME, 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)

Notary Public, State of Florida

My Commission Expires:

MY COMMISSION # C2677348 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.

In pursuance of Chapter 48.091, Florida Statues, 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 Refuelche

Resident Agent