

P980000 72159

August 12, 1998

Department of State, Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
98 AUG 17 AM 7:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

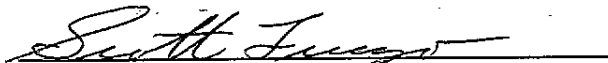
Re: TOYS 2 GIVE INC

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of TOYS 2 GIVE INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee, and a separate check in the amount of \$52.50 for 1 certified copies.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



SCOTT LUONGO  
180 CRANDON BLVD., # 113, KEY  
BISCAYNE, FL 33149

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ARTICLES OF INCORPORATION

OF

TOYS 2 GIVE INC

ARTICLE I

The name of the Corporation is TOYS 2 GIVE INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 180 CRANDON BLVD # 113, KEY BISCAYNE, FL 33149.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

ARTICLE IV

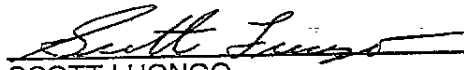
The address of the initial registered office of the Corporation is 101 OCEAN LN. DR. , # 1015, KEY BISCAYNE, Florida 33149, and the name of the Corporation's initial registered agent for service of process at such address is MARGARET MAURI.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:  
SCOTT LUONGO, 180 CRANDON BLVD., # 113, KEY BISCAYNE, FL 33149.

IN WITNESS WHEREOF, I have hereunto set my hand this 14 day of

August, 1998.



SCOTT LUONGO  
180 CRANDON BLVD., # 113, KEY BISCAYNE, FL  
33149

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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 2 GIVE INC.
2. The name of the registered agent and office is:

MARGARET MAURI  
101 OCEAN LN. DR. , # 1015, KEY BISCAYNE, Florida 33149

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 Margaret Mauri  
DATE August 14 / 98.

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TALLAHASSEE, FLORIDA