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ACCOUNT NO. : 072100000032

REFERENCE : 952483 7138056

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 9:55

ORDER DATE : September 4, 1998

ORDER TIME : 11:59 AM

ORDER NO. : 952483-005

CUSTOMER NO: 7138056

CUSTOMER: Howard Nadel, Esq
NEIMARK & NADEL, P.A.

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-09/04/98--01095--021
*****70.00 *****70.00

800 Corporate Drive, Suite 420

Fort Lauderdale, FL 33334

DOMESTIC FILING

NAME: BOCA TOYS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
98 SEP -4 PM 1:56
DIVISION OF CORPORATION
JW 9/8/98

ARTICLES OF INCORPORATION
OF

BOCA TOYS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 9:55

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

BOCA TOYS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of this Corporation is 1000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 800 Corporate Drive, Suite 420, Fort Lauderdale, Florida 33334. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
INCORPORATOR

The name and the post office address of the Incorporator is:

HOWARD B. NADEL, 800 Corporate Drive, Suite 420, Fort Lauderdale, Florida
33334.

ARTICLE VII
DIRECTORS


The corporation shall have not less than one (1) Director.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 800 Corporate Drive, Suite 420, Fort Lauderdale, Florida 33334 and the name of the initial registered agent of the Corporation at that address is HOWARD B. NADEL.

ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.167, Florida Statutes, this Corporation shall commence its corporate existence upon filing.

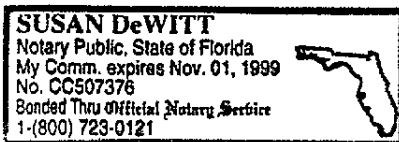



HOWARD B. NADEL

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared HOWARD B. NADEL who is personally known to me and is the person described as Incorporator and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein set forth and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on
September 3, 1998.





Printed Name: _____

NOTARY PUBLIC
My Commission Expires: 11/1/99

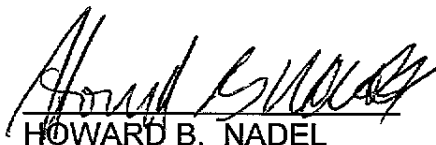
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That BOCA TOYS, INC. desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 800 Corporate Drive, Suite 420, Fort Lauderdale, Florida 33334 with HOWARD B. NADEL, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

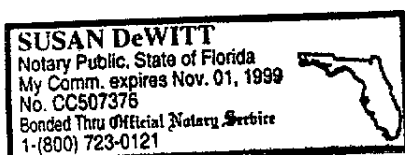

HOWARD B. NADEL

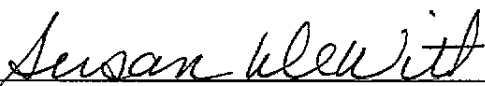
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared HOWARD B. NADEL who is personally known to me and is the person described as Registered Agent and who executed the foregoing Articles of Incorporation and who swore and acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein set forth and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid on September 3, 1998.




Printed Name: _____

NOTARY PUBLIC
My Commission Expires: 11/1/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 SEP -4 AM 9:55