

LAW OFFICES
JEFFREY EXPOSITO, P. A.
CITY NATIONAL BANK BUILDING
SUITE 527
300 71ST STREET
MIAMI BEACH, FLORIDA 33141

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P9 8000098084

November 11, 1998

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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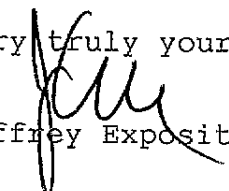
Re: Janex Trading Corporation

Dear Sir or Madame:

Enclosed, please find the articles of incorporation of Janex Trading Corporation along with the \$70.00 filing fee and the certificate of good standing fee of \$8.75.

If you have any questions, please contact the undersigned.

Very truly yours,


Jeffrey Exposito

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ARTICLES OF INCORPORATION OF
JANEX TRADING CORPORATION

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the Laws of the State of Florida.

ARTICLE ONE - NAME

The name of the corporation is JANEX TRADING CORPORATION

ARTICLE TWO - BUSINESS AND PURPOSE

The corporation is organized for any lawful purpose permitted under the Laws of the State of Florida.

ARTICLE THREE - ADDRESS OF CORPORATION

The principal office and the mailing address of the corporation shall be 300-71st Street, Suite 527, Miami Beach, Florida 33141.

ARTICLE FOUR - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE FIVE - CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible

or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation and the initial registered agent of this corporation shall be: JEFFREY EXPOSITO, P.A., City National Bank Building, Suite 527, 300 Seventy First Street, Miami Beach, FL 33141.

ARTICLE SEVEN - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one nor more than nine members, the exact number of directors to be fixed from time to time by the stockholders or by the by-laws. The business and the affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any directors from office at any time with or without cause. The initial Board of Directors of the corporation shall be JANET EXPOSITO as President of the corporation and JEFFREY EXPOSITO as Vice President

ARTICLE EIGHT - INCORPORATOR

The name and address of the incorporator making these Articles of Incorporation is JEFFREY EXPOSITO, 300-71st Street, Suite 527, Miami Beach, Florida 33141.

ARTICLE NINE - BY-LAWS

The power to adopt the by laws of this corporation, to alter, to amend or repeal the by-laws, or to adopt new by-laws shall be vested in the Board of Directors of this corporation, provided however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by the vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by a vote of the stockholders.

The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management and conduct of the business of this corporation, provided the same are not inconsistent or contrary to the laws of the State of Florida or of the United States.

ARTICLE TEN - AFFILIATED TRANSACTIONS

In accordance with the provisions of the Florida Statutes Section 607.0901 (5)(a) (1989), the provisions of the General Corporation Act of the State of Florida currently codified as Section 607.0901 of the Florida Statutes, as the same may be amended from time to time, shall be inapplicable to this corporation.

ARTICLE ELEVEN - AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of November, 1998.

BY: JEFFREY EXPOSITO

STATE OF FLORIDA:

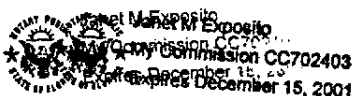
COUNTY OF DADE:

I HEREBY CERTIFY that on this day, before me an officer authorized to administer oaths and take acknowledgements, personally appeared JEFFREY EXPOSITO known to me to be the person described in and who executed the foregoing, who acknowledged before me that they executed has same, and an oath was not taken. Said person is personally known to me.

WITNESS my hand and seal this 16th day of November, 1998.

[Signature]
Notary Public
State of Florida at Large


My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I, Jeffrey Exposito having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in these Articles of Incorporation, hereby agree to act in that capacity, and I further agree to comply with all provisions of any laws relating to the complete performance of my duties.

DATED this 16th day of November, 1998.



Jeffrey Exposito

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 AM 9:41

THIS INSTRUMENT PREPARED BY:
Jeffrey Exposito, ESQ.
JEFFREY EXPOSITO, P.A.
City National Bank Building
300 - 71st Street
Suite 527
Miami Beach, Florida 33141
(305) 867-0300