



THE UNITED STATES  
CORPORATION  
COMPANY

P98000108454

ACCOUNT NO. : 072100000032

REFERENCE : 085064 7155224

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 78.75

ORDER DATE : December 31, 1998

ORDER TIME : 11:54 AM

ORDER NO. : 085064-005

EFFECTIVE DATE  
12-28-98

CUSTOMER NO: 7155224

600002728216--3

CUSTOMER: Mr. Rick X. Antunes  
MR. RICK ANTUNES  
MR. RICK ANTUNES  
400 East Semoran Blvd, Ste 202  
Casselberry, FL 32707

DOMESTIC FILING

NAME: GRAB A TOY.COM, 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: Angie Glisar

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
98 DEC 31 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/31/98  
mm

**ARTICLES OF INCORPORATION**  
**OF**

EFFECTIVE DATE  
12-28-98

**GRAB A TOY . COM, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: *Grab A Toy.com, Inc.*

**ARTICLE II. PRINCIPAL OFFICE**

The address of the principal office of this corporation shall be:  
*460 East Semoran Blvd, Suite #200, Casselberry, Florida 32707*, and the mailing address shall be the same.

**ARTICLE III. NATURE OF BUSINESS**

This corporation is organized for the purpose to operate an Internet online toy store and may also engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$10 par value per share.

**ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be:  
*460 East Semoran Blvd, Suite #200, Casselberry, Florida 32707.*

**ARTICLE VI. TERM OF EXISTENCE**

This corporation is to exist perpetually. The effective date of this corporation is *December 28, 1998.*

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**ARTICLE VII. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

*Americo Antunes*

*460 East Semoran Blvd, Suite #200  
Casselberry, Florida 32707*

**ARTICLE VIII. INCORPORATOR**

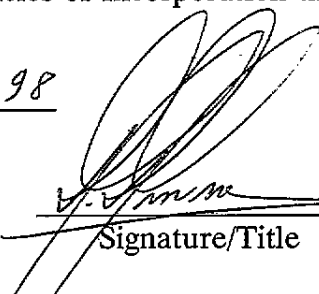
The name and street address of the incorporator to these Articles of Incorporation is:

*Americo Antunes*

*460 Semoran Blvd, Suite #200  
Casselberry, Florida 32707*

The undersigned has (have) executed these Articles of Incorporation this

28TH day of December, 19 98

  
\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

## CERTIFICATE OF DESIGNATION

### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: *Grab A Toy.com, Inc.*
2. The name and address of the registered agent and office is:

*Americo Antunes*

*460 East Semoran Blvd, Suite #200  
Casselberry, Florida 32707*

SIGNATURE

TITLE

DATE

*[Signature]*

*Director*

*December 28, 1998*

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

DATE

*[Signature]*  
*December 28, 1998*

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