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*Chopin & Miller*  
*Attorneys at Law*  
*A Partnership of Professional Associations*  
*440 Royal Palm Way*  
*Palm Beach, Florida 33480*

*Telephone: (561) 655-9500*  
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January 29, 1999

FILED  
99 FEB -1 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: KDF Toys, Inc.

Dear Sir or Madam:

Enclosed is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please provide to us, in the enclosed self addressed, stamped envelope a certified copy of the Articles of Incorporation. Also enclosed is a check in the amount of \$78.75 for the filing and certified copy fee.

If you have any questions, please do not hesitate to call me.

Sincerely,

*Joshua A. Payne*  
Joshua A. Payne

JAP  
Enclosures

P. Hall

FEB - 3 1999

(4)

ARTICLES OF INCORPORATION

OF

KDF TOYS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation shall be KDF Toys, Inc. (the "Corporation")

ARTICLE II

The street address of the Corporation shall be c/o Chopin & Miller, 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the Corporation, at least equivalent to the full value of the stock issued.

ARTICLE IV

The term of existence of the Corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

Joshua A. Payne, Esquire  
Chopin & Miller  
440 Royal Palm Way, Suite 200  
Palm Beach, Florida 33480

ARTICLE VI

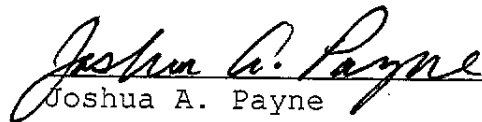
The street address of the Corporation's initial registered office and name of its initial registered agent at such address is as follows:

L. Frank Chopin, Esquire  
Chopin & Miller  
440 Royal Palm Way, Suite 200  
Palm Beach, Florida 33480

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

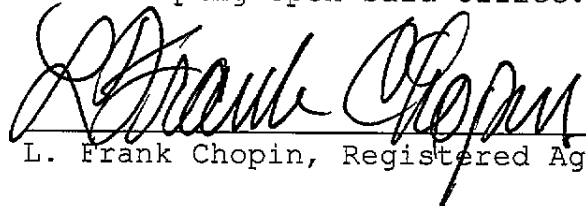
WITNESS the hand and seal of the said incorporator this 29th  
day of January, 1999.

  
Joshua A. Payne

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That KDF Toys, Inc., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named L. Frank Chopin, Attorney at Law, located at 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a 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.

  
L. Frank Chopin, Registered Agent

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TALLAHASSEE, FLORIDA