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PARZARUS CORPORATE FILING SERVICE, INC.  
(Requestor's Name)

3320 S.W. 87th AVENUE  
(Address)

MIAMI, FLORIDA (305)552-5973  
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-02/26/99--01047--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CELIA TOYS INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED  
99 FEB 26 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/26  
RECEIVED  
99 FEB 26 AM 11:39  
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
CELIA TOYS INC.

FILED  
99 FEB 26 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned subscriber to these Articles of Incorporation natural person, competent to contract, of legal age, by these presents, Hereby form a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this Corporation shall be:  
CELIA TOYS INC.

ARTICLE II  
DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III  
PURPOSE AND POWERS

This Corporation is organized for the purpose of engaging in all lawful business permitted to a Corporation organized under the Florida General Corporation Law and the Laws of the United States and shall have all the powers set forth in said Laws.

ARTICLE IV  
CAPITAL STOCK

The amount of capital stock authorized shall consist of: SEVEN HUNDRED FIFTY (750) shares of common stock having a par value of TEN DOLLARS (10.00) per share payable in lawful money of the United States of America, or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the shareholders of this Corporation.

The capital stock of the Corporation may at any time be increased or decreased as provided by the Laws of Florida.

ARTICLE V  
INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is not less than:

FIVE HUNDRED (\$500.00)

ARTICLE IV  
PREEMPTIVE RIGHTS

Every Stockholder, upon the sale of stock of this Corporation shall have the first right to purchase shares of the Corporation at the price at which is offered to others.

ARTICLE VII  
INITIAL CORPORATE ADDRESS AND  
INITIAL REGISTERED OFFICE AND AGENT

The initial place of business of this Corporation is:

780 NW LE JEUNE RD.  
SUITE 427  
Miami, Florida 33126

The street address of the Initial Registered Office of his Corporation is:

780 NW Le Jeune Rd., Suite 427  
Miami, Florida 33126

The name of the Initial Registered Agent of this Corporation at that address is:

ALEJANDRINA G. CRUZ

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time in accordance with the provisions of By-Laws. The name and address of the initial Directors of this Corporation are:

YLDEFONSO GIL

780 NW LE JEUNE RD., SUITE 427  
MIAMI, FLORIDA 33126

RICARDO GIL

780 NW LE JEUNE RD., SUITE 427  
MIAMI, FLORIDA 33126

ARTICLE IX  
INCORPORATOR

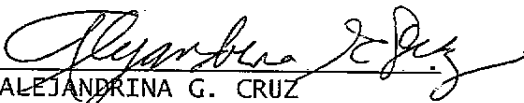
The name and address of the Incorporator of this Corporation is:

ALEJANDRINA G. CRUZ,  
780 NW Le Jeune Rd., Suite 427  
Miami, Florida 33126

ARTICLE X  
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservative.

IN WITNESS WHEREOF, the above named Incorporator has subscribed his name this 23rd day of February, 1999.

  
ALEJANDRINA G. CRUZ  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

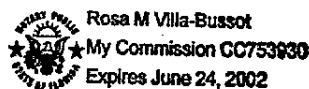
BEFORE ME, the undersigned officer, this day personally appeared,

ALEJANDRINA G. CRUZ

To me well known and well known to the person described in and who subscribed his name to the foregoing Articles of Incorporation and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 23rd day of February, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHO, PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CELIA TOYS INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business at Dade County, Florida has named:

ALEJANDRINA G. CRUZ

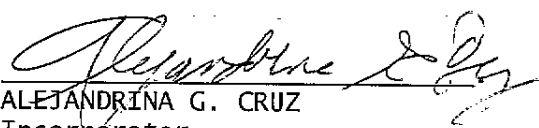
Whose address is: 780 NW Le Jeune Rd., Suite 427

Miami, Florida 33126

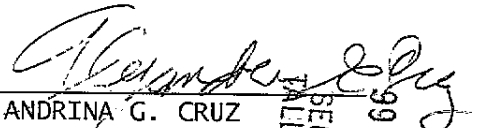
As its Agent to accept service of process within Florida.

CELIA TOYS INC.

By:

  
ALEJANDRINA G. CRUZ  
Incorporator

Having 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.

  
ALEJANDRINA G. CRUZ  
Registered Agent.

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99 FEB 26 PM 12:44  
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TALLAHASSEE FLORIDA