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FILED
99 MAR -1 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 26, 1999

Via Federal Express
Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

300002790103--9
03/01/99-01054-006
*****70.00 *****70.00

Re: **Filing of Articles of Incorporation
for ToyNation, Inc.**

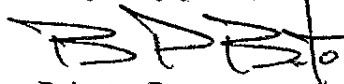
Dear Sir/Madam:

Enclosed herewith for filing please find the executed and duly notarized Articles of Incorporation and Acceptance of Registered Agent of ToyNation, Inc. Also enclosed is our check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

Please return our copy of the Articles of Incorporation as filed to my attention, in the enclosed self-addressed, stamped envelope.

Should you require any further information in order to proceed, please contact the undersigned at (305) 377-7905. Thank you for your assistance in this matter.

Very truly yours,



Brigette Breto
Certified Legal Assistant

BB/bb
Enclosure

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T.A. - 3/4/99

ARTICLES OF INCORPORATION

OF

ToyNation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby acts as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the Corporation (hereinafter called the "Corporation") is **ToyNation, Inc.**

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works, and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

- (a) inventions, devices, formulae, processes, and any improvements and modifications thereof;
- (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
- (c) franchises, licenses, grants, and concessions.

To have all of the powers conferred upon corporations organized under the Florida Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is **TEN THOUSAND (10,000)**, all of which are of **NO PAR VALUE** each and are of the same class and are to be Common shares.

FIFTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: The principal business address of the Corporation is as follows:

100 Southeast Second Street
Suite 2600
Miami, Florida 33131

SEVENTH: The address of the initial registered office of the Corporation in the State of Florida and the registered agent of the corporation at such address are as follows:

NAME

ADDRESS

Jeffrey M. Herman, Registered Agent

100 Southeast Second Street
Suite 2600
Miami, Florida 33131

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is one.

The name and address of the person who is to serve as the initial Director of the Board of Directors of the Corporation is as follows:

NAME

Jeffrey M. Herman, Director

ADDRESS

100 Southeast Second Street
Suite 2600
Miami, Florida 33131

NINTH: The name and address of the incorporators and officers are as follows:

NAME

Jeffrey M. Herman, Incorporator and President

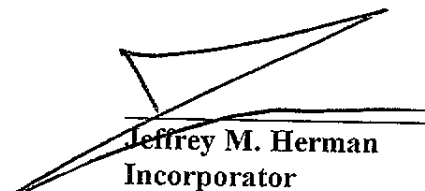
ADDRESS

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Suite 2600
Miami, Florida 33131

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

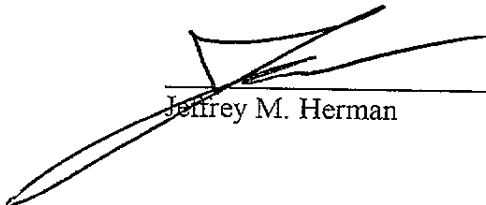
ELEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Dated: 2/26/99


Jeffrey M. Herman
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation, **ToyNation, Inc.** named in the foregoing Articles of Incorporation.


Jeffrey M. Herman

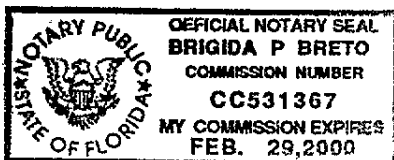
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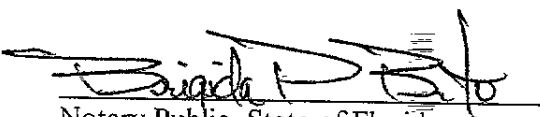
STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

On this 26 day of February, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Jeffrey M. Herman** who is personally known to me to be the person named as an incorporator and registered agent in the foregoing Articles of Incorporation of **ToyNation, Inc.** and who duly acknowledged to me that he signed said **ARTICLES OF INCORPORATION** as an incorporator of said corporation and that he signed the above **ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**.

Witness my hand and seal of office on the day and year aforesaid.

Commission Expires:




Notary Public, State of Florida

Brigida P. Breto
(Print Name of Notary Public)