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LAW OFFICES OF
DEAN M. GETTIS

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PLEASE NOTE - OUR NEW SUITE NUMBER IS #507

March 5, 1999

Via Federal Express

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

200002803612--5
-03/12/99--01009--004
****122.50 ****78.75

RE: The Museum Toy Shop Corp.

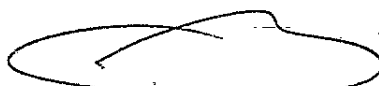
EFFECTIVE DATE
3-5-99

Gentlemen:

With reference to the above, I am herewith enclosing the original and one copy of the Articles of Incorporation for The Museum Toy Shop Corp., along with our client's check in the sum of \$122.50 representing applicable filing fees. Please process this corporation as expeditiously as possible and return a conformed copy of the same to the undersigned in the Federal Express envelope enclosed for your convenience.

Please do not hesitate to contact my office if you have any questions or if there will be any difficulty in this matter.

Very truly yours,



DEAN M. GETTIS

DMG/cs
Encls.

DMG
3/12/99

FILED
99 MAR 8 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE MUSEUM TOY SHOP CORP.

FILED
99 MAR 8 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is

THE MUSEUM TOY SHOP CORP.
2. Duration. This corporation shall commence its existence on the date of execution and acknowledgement of these Articles of Incorporation, and shall have perpetual existence unless sooner dissolved according to law.

EFFECTIVE DATE
3-5-99

3. Purpose. The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

4. Capital Stock. The corporation is authorized to issue One Hundred (100) shares of common stock, all of one class, with One Dollar (\$1.00) par value.

5. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent

DEAN M. GETTIS

Principal Office and Mailing Address

11900 Biscayne Blvd., #507
North Miami, FL 33181

6. Initial Board of Directors: This corporation shall have one (1) director, initially. The number of directors may be either

increased or decreased from time to time by amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
JULIO PLUTT	11900 Biscayne Blvd., #507 North Miami, FL 33181

7. Principal Office and Mailing Address. The principal office and mailing address of the corporation is c/o Dean M. Gettis, Esquire, 11900 Biscayne Blvd., #507, North Miami, FL 33181.

8. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:


<u>Name</u>	<u>Address</u>
DEAN M. GETTIS, ESQ,	11900 Biscayne Blvd., #507 North Miami, FL 33181

9. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

10. Indemnification. The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the By-Laws of

this corporation and/or the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of March, 1999.


Incorporator

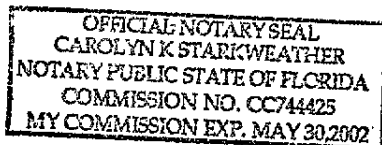
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared DEAN M. GETTIS, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 5th day of March, 1999.

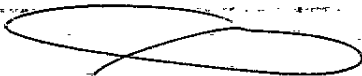

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Registered Agent