

PA9000031525



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 194915 4303929

AUTHORIZATION : Patricia Piquero

COST LIMIT : \$ 78.75

ORDER DATE : April 6, 1999

ORDER TIME : 11:05 AM

ORDER NO. : 194915-005

300002830833--3

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: EXCLAMATION! TOY COMPANY

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: James Guy

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -6 PM 4: 22

4/6/99  
99 APR -6 PM 12: 08  
RECEIVED

**ARTICLES OF INCORPORATION**  
**OF**  
**EXCLAMATION! TOY COMPANY**

FILED  
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DIVISION OF CORPORATIONS  
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**ARTICLE I**

The name of the corporation is EXCLAMATION! TOY COMPANY, (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 840 SW 81<sup>st</sup> Avenue, North Lauderdale, Florida 33068.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, County of Miami-Dade, State of Florida 33131, and the name of its initial registered agent at such office is Harry Friedman.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three, and the name and address of the member of

the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Timothy Weeks  
840 SW 81<sup>st</sup> Avenue  
North Lauderdale, Florida 33068

Barbara A. Weinstein  
840 SW 81<sup>st</sup> Avenue  
North Lauderdale, Florida 33068

Leonard K. Samuels  
840 SW 81<sup>st</sup> Avenue  
North Lauderdale, Florida 33068

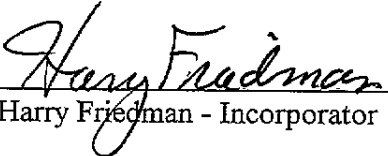
#### **ARTICLE VII**

The name of the Incorporator is Harry Friedman and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### **ARTICLE VIII**

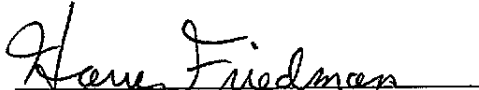
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 5<sup>th</sup> day of April, 1999.

  
Harry Friedman - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of EXCLAMATION! TOY COMPANY, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Harry Friedman - Registered Agent

Dated: April 5, 1999

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