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June 7, 1999

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Spinmaster Corp.

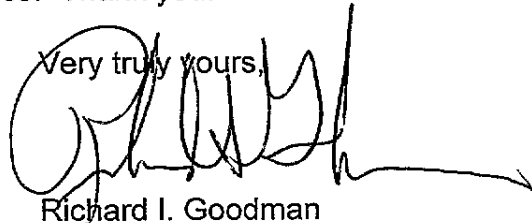
8000002999448--3  
-06/09/99--01054--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Please file the enclosed Articles of Incorporation for Spinmaster Corp. A check for \$78.75 is enclosed to cover the cost.

Please mail a certified copy to this office. Thank you.

Very truly yours,



Richard I. Goodman

RIG:bwg  
Enclosure  
cc: Rodney Gabai

FILED  
99 JUN -9 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. CULLIGAN JUN 11 1999

**ARTICLES OF INCORPORATION  
OF  
SPINMASTER CORP.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I.**

The name of the corporation shall be:

**SPINMASTER CORP.**

**ARTICLE II.**

The existence of the corporation shall begin on the date on which the Articles of Incorporation are filed with the Secretary of State of Florida.

**ARTICLE III.**

The street address of the principal office of the corporation is:

5055 Collins Avenue  
#5-N  
Miami Beach, FL 33140

**ARTICLE IV.**

The maximum number of shares this corporation is authorized to issue is 7,500, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V.**

The initial street address of the corporation's registered office is:

5055 Collins Avenue  
#5-N  
Miami Beach, FL 33140

The initial registered agent for the corporation at that address is: **Rodney Gabai.**

**FILED**  
99 JUN -9 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI.**

The names and street address of the incorporators of these Articles of Incorporation are

**Name**

**Address**

Rodney Gabai

5055 Collins Ave. #5-N  
Miami Beach, FL 33140

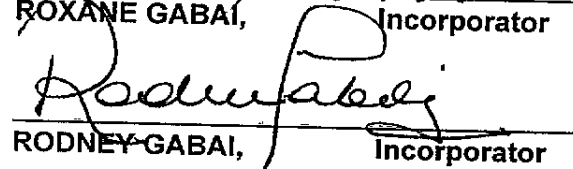
Roxane Gabai

5055 Collins Ave. #5-N  
Miami Beach, FL 33140

The undersigned have executed these Articles of Incorporation on June 1, 1999.

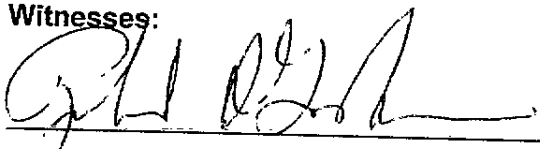
  
ROXANE GABAI,

Incorporator

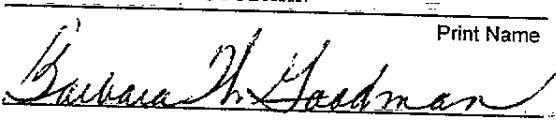
  
RODNEY GABAI,

Incorporator

**Witnesses:**

  
RICHARD I. GOODMAN

Print Name

  
BARBARA W. GOODMAN

Print Name

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

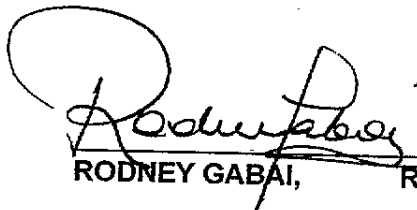
UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **SPINMASTER CORP.**
2. The name and address of the registered agent and office is:

**Rodney Gabai**

**5055 Collins Ave. #5-N  
Miami Beach, FL 33140**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
**RODNEY GABAI,**

**Registered Agent**

June 1, 1999

**FILED**  
99 JUN -9 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA