

Division of Corporations

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P99000073030**Florida Department of State**

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
8-16-99**From:**

Account Name : BLOCH & MINERLEY, P.L.
Account Number : I19980000064
Phone : (561) 362-6699
Fax Number : (561) 447-9884

FLORIDA PROFIT CORPORATION OR P.A.**Marx Toys, Inc.**

Certificate of Status	1
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

Article I. Name

8-16-99

The name of this Florida corporation is:
MARX TOYS, INC.

Article II. Address

The mailing address of the Corporation is:

1805 N.E. 142nd Street
Miami, FL 33181

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:

Kenneth L. Minerley, Esq.
Bloch & Minerley, P.L.
980 N. Federal Highway, Suite 205
Boca Raton, FL 33432

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

JAY HOROWITZ

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Kenneth L. Minerley, Florida Bar No. 521840
Bloch & Minerley, P.L.
980 N. Federal Highway, Suite 205
Boca Raton, FL 33432
(561) 362-6699

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Kenneth L. Minerley, Esq.
Bloch & Minerley, P.L.
980 N. Federal Highway, Suite 205
Boca Raton, FL 33432

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 16, 1999.

The undersigned incorporator executed these Articles of Incorporation on

8-16-99


KENNETH L. MINERLEY

Kenneth L. Minerley, Florida Bar No. 521840
Bloch & Minerley, P.L.
980 N. Federal Highway, Suite 205
Boca Raton, FL 33432
(561) 362-6699

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**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION

MARX TOYS, INC.

REGISTERED AGENT/OFFICE

Kenneth L. Minerley, Esq.
Bloch & Minerley, P.L.
980 N. Federal Highway, Suite 205
Boca Raton, FL 33432

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


KENNETH L. MINERLEY

Date: 8-16-99

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TALLAHASSEE FLORIDA

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