

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**To:**

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

**EFFECTIVE DATE**

9-24-99

**From:**

Account Name : CORPORATE CREATIONS ENTERPRISES, INC.  
Account Number : 072100000245  
Phone : (561)775-9980  
Fax Number : (561)694-1639

**FLORIDA PROFTT CORPORATION OR P.A.**

Toy Store Yacht Group, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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EFFECTIVE DATE  
9-24-99

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Toy Store Yacht Group, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Toy Store Yacht Group, Inc.  
441 South Federal Highway  
Deerfield Beach FL 33441

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Albert L. Frevola, Jr.  
633 South Federal Highway, 8th Floor  
Ft. Lauderdale FL 33301

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Peter Wolofsky  
Brett Salter

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.

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TALLAHASSEE, FLORIDA

Albert L. Frevola, Jr. | FL Bar Member 857416  
Conrad & Scherer  
633 South Federal Highway, 8th Floor  
Ft. Lauderdale FL 33301  
954-847-3355 direct

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

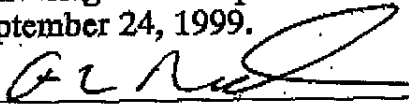
The name and address of the incorporator is:

Albert L. Frevola, Jr.  
Conrad & Scherer  
633 South Federal Highway, 8th Floor  
Ft. Lauderdale FL 33301

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 24, 1999.

The undersigned incorporator executed these Articles of Incorporation on September 24, 1999.

  
ALBERT L. FREVOLA, JR.  
by F.A. Rodriguez as attorney-in-fact

Albert L. Frevola, Jr. | FL Bar Member 857416  
Conrad & Scherer  
633 South Federal Highway, 8th Floor  
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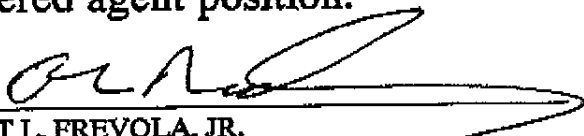
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE****CORPORATION:**

Toy Store Yacht Group, Inc.

**REGISTERED AGENT/OFFICE:**Albert L. Frevola, Jr.  
633 South Federal Highway, 8th Floor  
Ft. Lauderdale FL 33301

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.

  
ALBERT L. FREVOLA, JR.  
by F.A. Rodriguez as attorney-in-fact

Date: September 24, 1999

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