

LAW OFFICES

FRED G. PRICHASON, P.A.

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FRED G. PRICHASON
CERTIFIED MEDIATOR
FAMILY LAW
GENERAL JURISDICTION

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October 26, 1999

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

Re: Global Toys, Inc.

Dear Sir/Madam:

Enclosed herein please find the following documents with reference to the above-captioned corporation:


1. Certificate Of Incorporation properly executed and notarized (original and two [2] copies).

2. Check in the amount of \$122.50 payable to the Secretary Of State representing the filing fee due herein.

3. Self-addressed stamped envelope for your convenience in providing the filed Articles of Incorporation.

Thank you in advance, I remain

Sincerely yours,


FRED G. PRICHASON
FGP:mjb

Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/1/99

OCT- 4-99 MON 4:55 PM FRED G PRICHASON PA

FAX NO. 305 654 8595

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SEAL STATE
TALLAHASSEE, FLORIDA

"THIS IS A SUB-CHAPTER S CORPORATION"

CERTIFICATE OF INCORPORATION

OF

Global Toys, Inc.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation shall be: Global Toys, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share. The initial shares of corporate stock shall be in the amount of ONE HUNDRED (100) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share. Said shall be distributed and owned as follows:

Alex Hess 100 Shares

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be: 17388 Boca Club Blvd., Unit 206, Boca Raton, Florida 33487.

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and addresses of the persons signing these Articles of Incorporation, as subscribed, are as follows:

Alex Hess, 17388 Boca Club Blvd., Unit 206, Boca Raton, Florida 33487.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority vote, which manifest their intention that a certain Amendment to these Articles of Incorporation be made.

ARTICLE X

The names and addresses of the initial officers of this corporation are as follows:

Alex Hess, President, Secretary, Treasurer, 17388 Boca

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Club Blvd., Unit 206, Boca Raton, Florida 33487.

ARTICLE XI

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned Alex Hess, being natural persons, competent to contract, have hereunto set their hands and seals this 6 day of October, 1999.

 (Seal)
Alex Hess

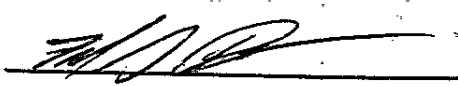
____ (Seal)

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

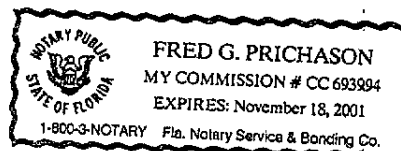
BEFORE ME, the undersigned authority, personally appeared, Alex Hess, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same freely and voluntarily for the purpose therein expressed.

Personally known X I.D. Presented: _____

WITNESS my hand and official seal this 26th day of October, 1999


NOTARY PUBLIC, STATE OF FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Global Toys, Inc., desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, Dade County, State of Florida, has named FRED G. PRICHASON, P.A., located at 16931 Northeast Sixth Avenue, North Miami Beach, Florida 33162, as its agents to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

FRED G. PRICHASON, P.A.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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