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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BAG OF TOYS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

0619-33



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 18, 2003

EMPIRE

SUBJECT: BAG OF TOYS, INC.
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H03000216658

ARTICLES OF INCORPORATION

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OF

BAG OF TOYS, INC.

ARTICLE I - NAME

The name of the corporation is BAG OF TOYS, INC.

ARTICLE II - ADDRESS

The principal office or mailing address of this corporation shall be located at:

Bag of Toys, Inc.
133 Legacy Oaks Circle
Roswell, GA 30076

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 25 S.E. 2nd Avenue, Suite 1020, Miami, Florida 33131, and the name of the registered agent of this corporation is Timothy H. Crutchfield.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$0.01 par value commons stock which shall be designated "Common Shares."

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors and officers of this corporation are:

President, Secretary, Treasurer and Director: Erez Maman
 133 Legacy Oaks Circle
 Roswell, GA 30076

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Timothy H. Crutchfield
25 S.E. 2nd Avenue
Suite 1020
Miami, Florida 33131

ARTICLE IX - BY-LAWS

The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

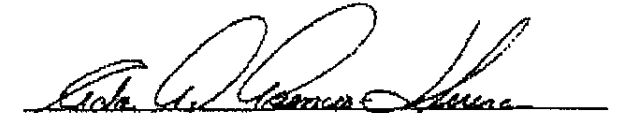
IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 18th day of June, 2003.


TIMOTHY H. CRUTCHFIELD

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Timothy H. Crutchfield, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this 18th day of June, 2003.


NOTARY PUBLIC, State of Florida
Printed Name: *Ada A. Asencio-Llerena*

My Commission Expires:



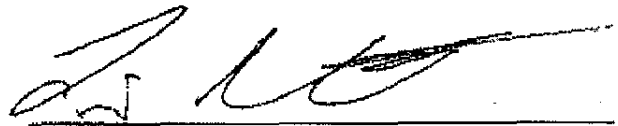
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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, Bag of Toys, Inc. desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Timothy H. Crutchfield, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as Registered Agent



TIMOTHY H. CRUTCHFIELD

This instrument prepared by:

Timothy H. Crutchfield, Esq.
25 S.E. Second Avenue
Suite 1020
Miami, Florida 33131
FBN: 621617

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