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ACCOUNT NO. : 072100000032

REFERENCE : 799821 83380A

AUTHORIZATION : Patricia Piquet

COST LIMIT : \$ 78.75

ORDER DATE : August 16, 2000

ORDER TIME : 10:17 AM

ORDER NO. : 799821-005

CUSTOMER NO: 83380A

CUSTOMER: Ms. Deborah H. Brodosky
William J. Motyczka, Esq Law
Offices
Park Place Of Kendall
13410 S.w. 128th Street
Miami, FL 33186

200003359253-3

DOMESTIC FILING

NAME: MINICHAMPS NORTH AMERICA,
INCORPORATED

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1169

EXAMINER'S INITIALS:

RECEIVED
00 AUG 16 AM 11:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 16 PM 1:48

SM

ARTICLES OF INCORPORATION

OF

MINICHAMPS NORTH AMERICA, INCORPORATED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 16 PM 1:48

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be:

MINICHAMPS NORTH AMERICA, INCORPORATED

ARTICLE TWO

This corporation is to have a perpetual existence.

ARTICLE THREE

The initial street address of the corporation's principal office is: 13462 S.W. 131 Street, Miami, Florida 33186.

ARTICLE FOUR

The purpose for which this corporation is formed is: to engage in any activities or business permitted under the laws of the United States and/or under the Law of the State of Florida.

ARTICLE FIVE

The corporation is authorized to issue (7,500) shares of common stock with a par value of One (\$1.00) Dollar, per share.

ARTICLE SIX

The name and street address of the corporation's initial registered agent and office are as follows:

REGISTERED AGENT

WILLIAM J. MOTYCZKA, ESQUIRE

REGISTERED ADDRESS

13410 S.W. 128th Street
Miami FL 33186

ARTICLE SEVEN

The corporation shall have two Directors initially. The number of directors may be either increased or decreased, from time to time, pursuant to the By-laws of the corporation, but in no event shall there be less than two (2) directors. The names and addresses of the persons comprising the initial Board of Directors, who shall hold office for the first year of the corporation's existence, or until successors are elected and qualified, as follows:

<u>POSITION</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Alain Morot-Gaudry	12980 N. Calusa Club Drive Miami, FL 33186
Secretary	Alain Morot-Gaudry	12980 N. Calusa Club Drive Miami, FL 33186
Director	Paul Gunter Lang	Charlottenburger Allee 49 D52068 Aachen Germany
Director	Kevin Kujawski	Charlottenburger Allee 49 D52068 Aachen Germany

ARTICLE EIGHT

The name and address of the incorporator is as follows:

NAME

ADDRESS

Alain Morot-Gaudry

12980 N. Calusa Club Drive
Miami Fl 33186

ARTICLE NINE

The corporation may be dissolved at any time by (i) unanimous written consent of the shareholders; or (ii) on the affirmative vote of the holders of at least two thirds (2/3rds) of the outstanding shares of the corporation entitled to vote thereon. Upon dissolution, the corporate property and assets shall, after payments of all debts of the corporation, be to the shareholders pro rata, each shareholder to participate in the distribution in direct portion to the number of shares held by him or by her.

ARTICLE TEN

The corporation may be empowered to indemnify any present and/or former officer or director in the manner set out and provided for in the By-laws of the corporation.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation this 15th day of August, 2000.



ALAIN MOROT-GAUDRY

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

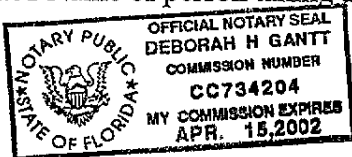
The foregoing instrument was acknowledged before me this 15th day of August, 2000, by Alain Morot-Gaudry, who is personally known by me.

Deborah H. Gantt

(Signature of person taking acknowledgment)

Deborah H. Gantt

(Printed Name of person taking acknowledgment)



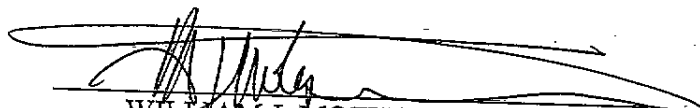
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statute Sec. 607.034, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for the service of process within the State of Florida:

NAME OF THE CORPORATION: MINICHAMPS NORTH AMERICA, INCORPORATED
NAME OF REGISTERED AGENT: WILLIAM J. MOTYCZKA
ADDRESS OF REGISTERED OFFICE: 13410 S.W. 128th Street
Miami Fl 33186

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 15th day of August, 2000.


WILLIAM J. MOTYCZKA, ESQ.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 16 PM 1:48

STATE OF FLORIDA)
)SS:
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15th day of August, 2000, by WILLIAM J. MOTYCZKA, who is personally known to me.

Deborah H. Gantt
(Signature of the person taking acknowledgment)

Deborah H. GANTT
(Printed name of person taking acknowledgment)

