

P000000084394



September 5, 2000

Department of State, Division of Corporations
Attn: Carolyn Gurr
Post Office Box 6327
Tallahassee, FL 32314

RE: Roaring Toyz, Inc. Reference # W-10127

000003201420--1
-04/10/00--01103--007
****210.00 *****70.00

Dear Mrs. Gurr:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of the aforementioned Corporation. I have redrafted the documents to delete the effective date. Could you please register the documents and return the copies to me showing the date of filing to the address listed below?

Thank you in advance for your prompt assistance on this matter.

Sincerely,

Allen E. Langdon

Langdon Accounting & Tax Service, Inc.
C/o Allen E. Langdon
P.O. Box 850
Osprey, FL 34229

FILED
00 SEP -7 AM 10:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EL
9/7



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 18, 2000

LANGDON ACCOUNTING & TAX SERVICE, INC.
DR. ALLEN E. LANGDON
P.O. BOX 850
OSPREY, FL 34229-0850

SUBJECT: ROARING TOYZ, INC.
Ref. Number: W00000010127

We have received your document for ROARING TOYZ, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 900A00021065

**ARTICLES OF INCORPORATION
OF
Roaring Toyz, Inc.**

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TALLAHASSEE FLORIDA

ARTICLE 1. - NAME

The name of the Corporation is Roaring Toyz, Inc..

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the Corporation shall initially be at 2594 12th Street, Unit B, Sarasota, Florida 34237. The Corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the Corporation shall be 2594 12th Street, Unit B, Sarasota, Florida 34237. The Corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - POWERS

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

ARTICLE 6. - SHARES [CAPITAL STOCK]

This Corporation is authorized to issue 1,000 Shares of Voting Common Stock with a Par Value of \$1.00 per Share.

ARTICLE 7. - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

The holders of the common stock of the Corporation shall have the preemptive right to purchase, upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the

first shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 125 First Avenue, Nokomis, Florida 34275-4242, and in the name of the initial registered agent of this Corporation at that address is Allen E. Langdon.

ARTICLE 9. - INITIAL BOARD OF DIRECTORS

The Corporation shall have One (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Robert J. Fisher
2594 12th Street, Unit B
Sarasota, Florida 34237

ARTICLE 10. - INCORPORATOR

The name and address of the Incorporator is:

Robert J. Fisher
2594 12th Street, Unit B
Sarasota, Florida 34237

ARTICLE 11. - CUMULATIVE VOTING

All Shareholders are entitled to a cumulate their votes for Directors.

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of candidates.

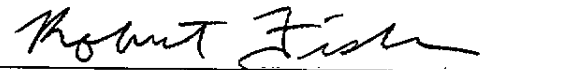
ARTICLE 12. - INDEMNIFICATION

All Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees reasonable incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE 13. - AMENDMENT

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

The undersigned Incorporator has executed these Articles of Incorporation of this 1st day of September, 2000.

A handwritten signature in black ink, appearing to read "Robert J. Fisher", is written over a horizontal line.

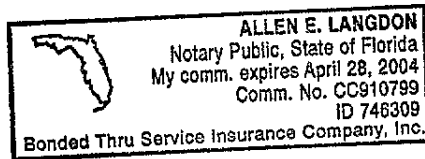
Robert J. Fisher

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1st day of September, 2000, by Robert J. Fisher, described as the Incorporator, who is personally known to me or who has produced a Driver's License as identification, and who did take an oath.

My Commission Expires: 04/28/2004



Allen E. Langdon

Notary Public

Printed Name: Allen E. Langdon

Commission No: CC 910799

ID No: 746309

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
Roaring Toyz, Inc.

Having been named to accept Service of Process for the above stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties.

DATED this 1st day of September, 2000

By: Allen E. Langdon
Allen E. Langdon / President
Registered Agent

FILED
00 SEP -7 AM 10:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA