

P97000027391

March 6, 1997

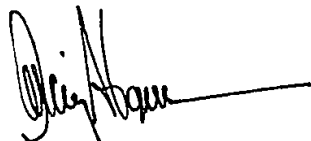
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: LOCOMOTOYS, LTD.

Please find enclosed an original and one (1) copy of the articles of incorporation and our check for \$122.50 for the registration of the above mentioned corporation.

Very respectfully yours,



Lucien Adam
12247 S.W. 132nd Court
Miami, FL 33186

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 26 PM 3:35

Encl.

506-510
W97-6503

CP 3/20/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 26 PM 3: 35

March 24, 1997

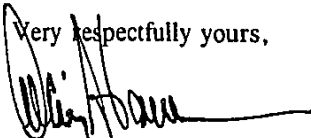
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Claretha Golden
Document Specialist

Subject: LOCOMOTOYS, INC. / Ref. No W9700006503

In reply to your letter of March 20, we are herewith resubmitting two copies of the articles of incorporation of the above corporation. We made the necessary correction to the suffix to comply with Florida statutes. Please, note that the name refers to miniature locomotives for leisure or pastime.

Very respectfully yours,



Lucien Adam
12247 SW. 132nd Ct
Miami, FL 33186

Encl.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 25 PM 3:35

March 20, 1997

LUCIEN ADAM
12247 S.W. 132ND COURT
MIAMI, FL 33186

SUBJECT: LOCOMOTOYS, LTD.
Ref. Number: W97000006503

We have received your document for LOCOMOTOYS, LTD. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please provide an English translation for the entity's name in your cover letter.

Please return 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 (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 297A00014134

ARTICLES OF INCORPORATION
OF
LOCOMOTOYS, INC.

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
97 MAR 26 PM 3:35

I, the undersigned, for the purpose of forming a for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation, in the Office of the Secretary of State of Florida.

ARTICLE I - NAME

The name of this corporation shall be LOCOMOTOYS, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The general objective and purpose of this Corporation shall be:

- 1.- To transact in the import and export of collectible toys and antiques.
- 2.- To conduct any other legitimate business activity in the State of Florida and/or elsewhere which is consistent with, connected to, or related in any way with said purpose.

ARTICLE IV - BOARD OF DIRECTORS

The following people will serve on the Board of Directors as Officers and Directors:

President	Isabelle Cornu 555 N.E. 15th Street, Apt. # 32-A Miami, Florida 33132 Tel:(305) 371-0012
Vice President & Treasurer	Didier Jumaux 233 Rue St Honoré 75001 Paris (France)
Secretary	Lucien Adam 8421 S.W. 137th Ave Miami, FL 33183 Tel: 305-382-4684

ARTICLE V - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Board shall have all the duties and powers provided by Florida Statutes.

ARTICLE VI - STOCK

The ownership of the corporation shall be as follows:

There shall be 1000 shares of stock with a par value of \$1.00 per share.

ARTICLE VII - SUBSCRIBER

The name and address of the subscriber to these Articles is:

Isabelle Cornu 555 N.E. 15th Street, Apt # 32-A
Miami, Florida 33132

ARTICLE VIII - OFFICERS

- 1.- The officers of the corporation shall be the President, the Vice President and the Secretary. The Vice-President shall also serve as Treasurer.
- 2.- The officers shall be elected annually by the stockholders.
- 3.- In the event that the President is absent or unable to act, his or her duties shall be performed by the Vice President.
- 4.- In the event of the death or resignation of the President, the Vice President shall serve as the President during his/her remainder of the term of office for which he/she was elected.
- 5.- In the event of the death or disability of both the President and the Vice President, the stockholders shall elect an Acting President to hold office until the next scheduled election.

ARTICLE IX - INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may have become involved by reason of the Director or Officer being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Directors or Officers may be entitled.

ARTICLE X - PRINCIPAL OFFICE AND ADDRESS

The principal office of the corporation will be at 12247 S.W. 132nd Court, Miami, Florida 33186 or at such other place, within the State of Florida, as may be subsequently designated by the Board of Directors.

ARTICLE XI - INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The initial registered office is at 12247 S.W. 132nd Court, Miami, FL 33186. The initial registered agent is Lucien Adam, at the same address.

ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be adopted by the Board of Directors, either by majority vote at a meeting, or in any other means designated by the By-Laws.

The undersigned has executed these Articles of Incorporation on this 6th day of March, 1997.

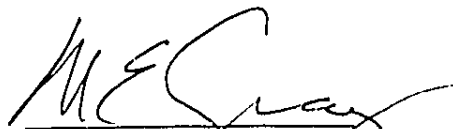

Isabelle Cornu

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above, to take acknowledgements, personally appeared Isabelle Cornu, to me known to be the person described as a subscriber and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that she subscribed the same.

WITNESS my hand and official seal, in the County of Dade, State of Florida, on this 13 day of March, 1997

My Commission expires:

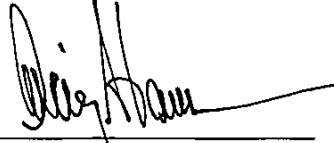

NOTARY PUBLIC STATE OF
FLORIDA AT/LARGE

M.E. GRAY
Notary Public, State of Florida
My Comm. expires Nov 2, 1997
No. GC327584

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

First that LOCOMOTOYS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation has named Lucien Adam, located at 12247 S.W. 132nd Court, Miami, County of Dade, Florida as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Lucien Adam

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STATE OF FLORIDA
SOLICITOR GENERAL