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TRANSMITTAL LETTER

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98 NOV 19 PM 3:03

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: luxurytoys.com, inc.
(Proposed corporate name - must include suffix)

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-11/19/98--01035--007
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: KATHY SWART
Name (Printed or typed)

c/o SWART, BAUMRUK & TWOHIG, LLP
717 E. OAK STREET
Address

KISSIMMEE, FL 34744
City, State & Zip

(407) 847-7466
Daytime Telephone number

P. Hall
NOV 23 1998
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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

luxurytoys.com, inc.

ARTICLE I. NAME

The name of this corporation shall be luxurytoys.com, inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. ADDRESS

The initial post office address of the principal place of business of this corporation is 921 N. Main Street, Kissimmee, FL 34744. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be changed from time to time by the bylaws. The names and addresses of the initial directors, who will serve until the first annual meeting of shareholders of the corporation or until their successors are duly elected and qualified are:

NAME	ADDRESS
Mitchell L. Levin	921 N. Main Street Kissimmee, FL 34744
Swantje K. Levin	921 N. Main Street Kissimmee, FL 34744

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TALLAHASSEE, FLORIDA

ARTICLE VII. SUBSCRIBERS

The subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Harry J. Swart, CPA	717 East Oak Street Kissimmee, FL 34744

ARTICLE VIII. OFFICERS

The officers of this corporation shall be President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors.

ARTICLE IX. REGISTERED AGENT


The initial registered agent and registered agent's address for service of process for this corporation is:

NAME	ADDRESS
Harry J. Swart, CPA	717 East Oak Street Kissimmee, FL 34744

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner set forth in the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of November, 1998.



 Harry J. Swart, CPA

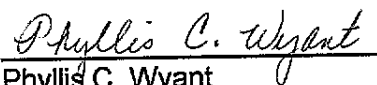
STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared Harry J. Swart, known to me personally and executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 16 day of November, 1998.



PHYLLIS C. WYANT
My Commission CC511495
Expires Dec. 12, 1999



 Phyllis C. Wyant
 Notary Public, State of Florida

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of luxurytoys.com, inc., Inc., designates the following individual as registered agent for this corporation:

Harry J. Swart, CPA
717 East Oak Street
Kissimmee, FL 34744



Harry J. Swart, CPA

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of luxurytoys.com, inc., Inc.

DATED this 16 day of November, 1998.



Harry J. Swart, CPA

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