



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 799821 83380A

AUTHORIZATION : *Patricia Pugh*

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

300003359253--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 PM 11:32  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE

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

*JP 8/16/00*

**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. 128<sup>th</sup> 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:

<b><u>POSITION</u></b>	<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
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

Alain Morot-Gaudry

### ADDRESS

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

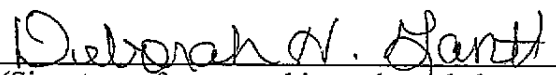
The corporation may be empowered to indemnify any present and/or former officer or director in the manner set out and provided for in the By-laws of the corporation.

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

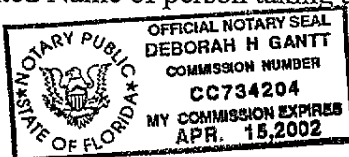
  
ALAIN MOROT-GAUDRY

STATE OF FLORIDA    )  
                                  )SS:  
COUNTY OF DADE    )

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

  
(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:

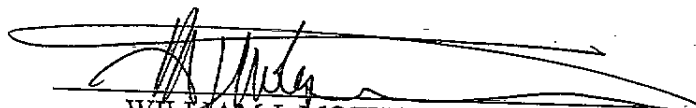
WILLIAM J. MOTYCZKA

ADDRESS OF REGISTERED OFFICE:

13410 S.W. 128<sup>th</sup> 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 15<sup>th</sup> 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 15<sup>th</sup> 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)

