

TRANSMITTAL LETTER
P01000045332

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

FILED
01 MAY -2 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: POWERTOYZ PERFORMANCE INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

01000004132653--6
05/03/01--01014--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: ROBERT A. SOLER
Name (Printed or typed)

3511 S.W. 112 CT
Address

MIAMI, FL 33165
City, State & Zip

(305) 225-9378 / (305) 282-6700
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN MAY - 7 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

POWERTOYZ PERFORMANCE INC.

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation

ARTICLE I NAME

The name of this corporation is POWERTOYZ PERFORMANCE INC. The principal place of business of this corporation shall be at 3511 S.W. 112 Court, Miami, Florida 33165.

ARTICLE II PURPOSE

The general nature of business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is Five Hundred (500) shares of common stock of One (\$1.00) Dollar par value.

ARTICLE IV CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial place of business of this corporation is:

3511 S.W. 112 Court
Miami, Florida 33165

And the name and address of the initial registered Agent of this corporation is:

OSVALDO MOYA
20375 S.W. 132 AVE.
Miami, Florida 33177

ARTICLE VI COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors of the corporation shall not be less than two or more than seven, as voted upon by the shareholders of the corporation.

The name and address of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the by-laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

NAME

ADDRESS

Robert A. Soler

3511 S.W. 112 Court
Miami, Florida 33165

Oswaldo Moya

20375 S.W. 132 Ave.
Miami, Florida 33177

ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT A. SOLER President/Secretary	3511 S.W. 112 Court Miami, Florida 33165
OSVALDO MOYA Vice President/Treasurer	20375 S.W. 132 Ave. Miami, Florida 33177

ARTICLE IX INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
ROBERT A. SOLER	3511 S.W.112 Court Miami, Florida 33165

ARTICLE X BY LAWS

The power to alter, amend or repeal by-laws shall be vested in each of the Board of Directors and the Shareholders of this Corporation

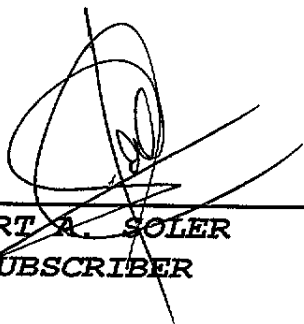
ARTICLE XI INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty. Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

ARTICLE XII AMENDMENT

This corporation reserve the right to amend or repeal any provisions contained in those Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Dated this 27th day of April, 2001.



ROBERT A. SOLER
SUBSCRIBER

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned Notary Public, personally appeared ROBERT A. SOLER to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Miami Dade County, Florida this 27th day of April, 2001.

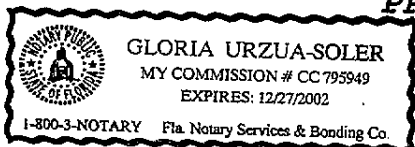


Notary Public, State of Florida

My Commission expires:

GLORIA URZUA SOLER

PRINT NAME OF NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN, NAMING
AGENT UPON WHOM, PROCESS MAY BE SERVED**

FILED
01 MAY -2 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES

THE FOLLOWING IS SUBMITTED.

**FIRST- THAT POWERTOYZ PERFORMANCE INC, DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
LOCATED AT 3511 S.W. 112 Court, Miami, Florida
33165, HEREBY NAMES ROBERT A. SOLER AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.**



ROBERT A. SOLER

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**



OSVALDO MOYA
REGISTERED AGENT
DATED 4/27/01