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Jacksonville, Florida 32204
Phone: (904) 354-5910 Ext. 3281

May 17, 2002

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*****78.75 *****78.75

Attention: New Filings
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

FILED
02 MAY 20 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

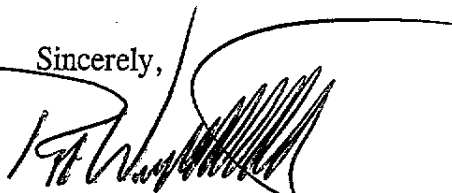
Re: Filing of Articles of Incorporation for **DB&S Auto Hobby RCS, Inc.**

Dear Division of Corporations:

Please find enclosed an original Articles of Incorporation for **DB&S Auto Hobby RCS, Inc.** and a check in the amount of \$78.75 made payable to "Secretary of State" for the filing fee (\$35.00), designation of registered agent (\$35.00), and a certified copy (\$8.75). Please file the same and return all correspondence including the certified copy of the Articles of Incorporation to the above-entitled address to my attention.

Thank you for your cooperation.

Sincerely,


Robert L. Wortelboer, Esquire

EFFECTIVE DATE
05-15-02

cc: Donna Maney

4/5/21

FILED
02 MAY 20 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DB&S AUTO HOBBY RCS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

Name

Section 1.1. Name. The name of this corporation is DB&S AUTO HOBBY RCS, INC. and the address is 1686 Debbie Lane, Orange Park, Florida 32073.

ARTICLE II

Duration

EFFECTIVE DATE
05-18-02

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purpose

Section 3.1. Purposes. This corporation is organized for the sole and specific purpose of operating a retail store and servicing center for radio controlled vehicles. This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country to engage in any business not prohibited by the Florida Corporation Act. It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV
Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 5,000 shares having a par value of \$1.00 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V
Initial Registered Office and Agent

Section 5.1. Name and Address. The name of the initial registered agent and the street address of the initial registered office of this corporation is Scott A. Maney, 1686 Debbie Lane, Orange Park, Florida 32073.

ARTICLE VI
Directors

Section 6.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The composition of the board of directors and manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this corporation are:

<u>Name</u>	<u>Address</u>
Scott A. Maney	1686 Debbie Lane, Orange Park, Florida 32073
Brian N. Lorts	10272 Arrowhead Drive, Jacksonville, Florida 32257
Donna J. Maney	1686 Debbie Lane, Orange Park, Florida 32073

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is Donna J. Maney, 1686 Debbie Lane, Orange Park, Florida 32073.

ARTICLE IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than sixty-six and six tenths percent (66.6%) of its Board of Directors of the corporation entitled to vote thereon, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Dissolution

Section 10.1. Dissolution. The corporation may be dissolved at any time on the affirmative vote of the holders of at least sixty-six and six tenths percent (66.6%) of the Board of Directors of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

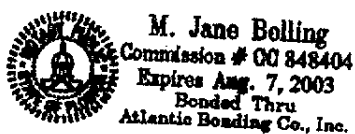
IN WITNESS WHEREOF, the incorporator has executed these Articles the _____ day of May, 2002.

Donna J. Maney
DONNA J. MANEY

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 15th day of May, 2002, by Donna J. Maney who is personally known to me or who has produced (personally known) driver's license as identification.

M. Jane Bolling
Notary Public, State of Florida
My commission expires: 8-7-03



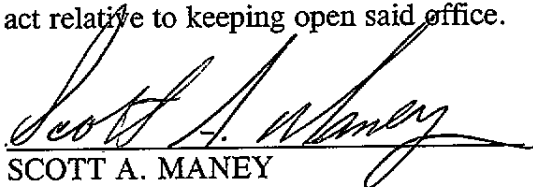
FILED
02 MAY 20 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

Pursuant to the requirements of Chapter 48.091, Florida Statutes, the following is submitted in compliance therewith:

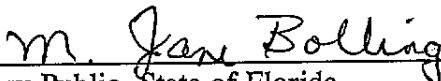
That DB&S AUTO HOBBY RCS, INC., a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named SCOTT A. MANEY its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.


SCOTT A. MANEY

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

SWORN TO AND SUBSCRIBED before me this 15th day of May, 2002, by Scott A. Maney, who is personally known to me or who has produced (personally known) driver's license as identification.



Notary Public, State of Florida
My commission expires: 8-7-03



M. Jane Bolling
Commission # 00 848404
Expires Aug. 7, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE

I hereby agree to act as registered agent for DB&S AUTO HOBBY RCS, INC., as stated in the Articles of Incorporation of said Corporation.


SCOTT A. MANEY