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JOHN H. EVANS, P. A.
ATTORNEYS AT LAW

1702 SOUTH WASHINGTON AVENUE
TITUSVILLE, FLORIDA 32780

JOHN H. EVANS
DOUGLAS W. BAKER

TEL: 321/267-5504
FAX: 321/267-0418

October 14, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Re: PROP 'A PLACE HOBBY SHOP, INC.
Our File No.: DWB-2052

Dear Sir/Madam:

Enclosed find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with our check # 4164 in the amount of seventy dollars (\$70.00) to cover your filing fees. Please stamp the copy of the Articles with the date received at your office and return to the undersigned in the enclosed self-addressed envelope.

Thank you for your assistance in this matter.

Sincerely yours,


Douglas W. Baker, Esquire

DWB/jef
Enclosures
cc: client

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02 OCT 21 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROP 'A PLACE HOBBY SHOP, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is:

PROP 'A PLACE HOBBY SHOP, INC.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is: James Melvin Carter, Jr., 329 South Washington Avenue, Titusville, FL 32796. The stockholders may from time to time move the principal office to any other address in Florida. The principal office address is 329 South Washington Avenue, Titusville, FL 32796. The mailing address is 329 South Washington Avenue, Titusville, FL 32796.

ARTICLE VII

The names and addresses of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
James Melvin Carter, Jr.	329 South Washington Avenue Titusville, FL 32796
Francine Carter	329 South Washington Avenue Titusville, FL 32796

ARTICLE VIII

The names and addresses of the subscribers to the Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Melvin Carter, Jr.	329 South Washington Avenue Titusville, FL 32796
Francine Carter	329 South Washington Avenue Titusville, FL 32796


ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

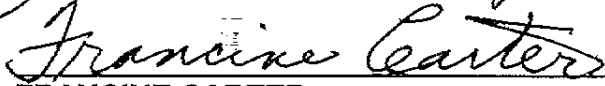
ARTICLE X

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 10 day of October, 2002.



JAMES MELVIN CARTER, JR.



FRANCINE CARTER

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **James Melvin Carter, Jr. and Francine Carter**, to me well known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed and that they are personally known to me or produced sufficient identification, and did not take an oath.

WITNESS my hand and official seal this 10 day of October, 2002.





Notary Public, State of Florida
My Commission Expires:

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
PROP 'A PLACE HOBBY SHOP, INC.

Pursuant to the provisions of *Florida Statutes, Sections 48.091 and 607.034(3)*, the undersigned, as Director of **PROP 'A PLACE HOBBY SHOP, INC.**, hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address and mailing address of the initial registered office of this Corporation is 329 South Washington Avenue, Titusville, FL 32796 and the name of the initial registered agent of this Corporation at that address is **JAMES MELVIN CARTER, JR.**

DATED this 10 day of October, 2002.




JAMES MELVIN CARTER, JR.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of **PROP 'A PLACE HOBBY SHOP, INC.**, at the initial registration office of the Corporation at 329 South Washington Avenue, Titusville, FL 32796

DATED this 10 day of October, 2002.



JAMES MELVIN CARTER, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA