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JEFFREY HYMAN

Tax Accountant

9301 NE 6th Ave. Suite 301
Miami Shores, FL 33138

(Address)

(City/State/Zip/Phone #)

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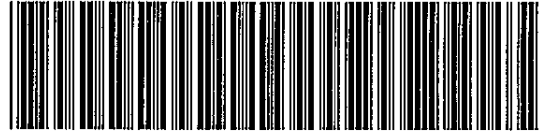
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ARTICLES OF INCORPORATION
OF
ULTIMATE R. C. HOBBIES, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is

ULTIMATE R. C. HOBBIES, INC.

ARTICLE II

The nature of the business:

1. Hobby store.
2. Any and all legal business or businesses.

ARTICLE III

Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **1,000 @ \$ 1.00 par value**. All of said stock shall be payable in cash, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

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ARTICLE IX

The Corporation's initial registered agent and registered office in the State of Florida shall be:

**COLLIN ASHLEY
2138 NW 57th AVE.
LAUDERHILL, FL 33310**

ARTICLE X

The mailing address of the Corporation is:

**ULTIMATE R.C. HOBBIES, INC.
3501 SW 15th STREET
FT. LAUDERDALE, FL 33312**

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement expressing their desire that a certain change be made in these Articles of Incorporation.

ARTICLE XII

Subject to qualification, the Corporation may elect to be a Sub-Chapter S Corporation, pursuant to the laws of the United States and the Internal Revenue Service.

ARTICLE IV

Initial Capital:

The amount of capital with which the corporation shall begin business is **\$ 1,000.**

ARTICLE V

Term of existence:

The corporation shall exist perpetually.

ARTICLE VI

The number of initial directors on the Board of Directors of the Corporation is (2)
The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders, but shall never be less than (1).

ARTICLE VII

The name and post office address of each member of the first Board of Directors is:

COLLIN ASHLEY, PRESIDENT
PO BOX 100485
FT. LAUDERDALE, FL 33310

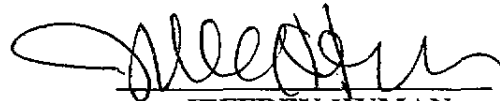
PRAKASH RAMKISSOON, VICE-PRESIDENT
3501 SW 15th STREET
FT. LAUDERDALE, FL 33312

ARTICLE VIII

The name and address of the incorporator:

JEFFREY HYMAN
9301 NE 6th AVE.
SUITE 301
MIAMI SHORES, FL 33138

WITNESS the hand of the said incorporator this 3rd. day of JUNE, 2003

A handwritten signature in black ink, appearing to read 'Jeffrey Hyman', written over a horizontal line.

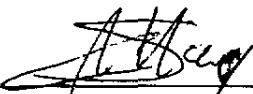
JEFFREY HYMAN

Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to Chapter 48,091 of the Florida Statutes, the following is submitted, in compliance with said Act: that **ULTIMATE R.C. HOBBIES, INC.** desiring to organize under the laws of the State of Florida, with its principle office in Broward County, in the State of Florida, has named **MR. COLLIN ASHLEY** as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



COLLIN ASHLEY
Registered agent