

LAW OFFICES
GARY B. TULLIS, P.A.
9432 BAYMEADOWS ROAD, SUITE 100
JACKSONVILLE, FLORIDA 32256

TELEPHONE NO.: (904) 448-6000

FACSIMILE NO.: (904) 730-0023

P95000070189

August 23, 1995

*****122.50 *****122.50

Florida Department of State
Division of Corporations
409 Gaines Street
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed herewith please find the original and one fully conformed copy of the Articles of Incorporation of Hot Wheels, Inc. In payment of the filing charges and taxes, I have enclosed herewith a check in the amount of \$122.50.

Will you please file these Articles of Incorporation and return the certified copy to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,

Gary B. Tullis

GBT/lj

Enclosure

AUG 28 1995 BSB

521
W95-17283

FILED
95 SEP 12 PM 3:55
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1995

GARY B. TULLIS, P.A.
9432 BAYMEADOWS ROAD
SUITE 100
JACKSONVILLE, FL 32256

SUBJECT: HOT WHEELS, INC.
Ref. Number: W95000017283

We have received your document for HOT WHEELS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved entity. The name of a voluntarily dissolved Florida entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, executed pursuant to section 607.0120 or 608.408, Florida Statutes, permitting the immediate assumption or use of the name by another entity.

If the document is resubmitted, please return a copy of this letter to ensure your document is properly handled.

If you have any further questions regarding the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 295A00039976

LAW OFFICES
GARY B. TULLIS, P.A.
9432 BAYMEADOWS ROAD, SUITE 100
JACKSONVILLE, FLORIDA 32256

TELEPHONE NO: (904) 448-6000

FACSIMILE NO: (904) 730-0023

September 5, 1995

Florida Department of State
Division of Corporations
409 Gaines Street
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed herewith please find the original and one fully conformed copy of the Articles of Incorporation of Hot Wheels and Accessories, Inc. I have previously sent you a check in the amount of \$122.50 filing charges and taxes.

Will you please file these Articles of Incorporation and return the certified copy to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,

Gary B. Tullis

GBT/lj

Enclosure

**ARTICLES OF INCORPORATION
OF
HOT WHEELS AND ACCESSORIES, INC.**

FILED
95 SEP 12 PM 3:55
JACKSONVILLE, FLORIDA

ARTICLE I

The name of this corporation is Hot Wheels and Accessories, Inc.

ARTICLE II

This Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

General Purpose and Nature of Business

This corporation is organized for the purpose of transacting and engaging in any and all lawful business or activity permitted under the laws of the United States of America and the laws of the State of Florida, as amended.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common stock."

ARTICLE V

No Preemptive Rights Granted

No stockholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI

**Street Mailing Address or Initial
Registered Office and Name of Initial Registered Agent**

The initial street and mailing address of the principal place of business of said corporation 2934 Phillips Highway Jacksonville, Florida 32207. The initial registered agent is Allen Johnson, 2934 Phillips Highway, Jacksonville, Florida 32207.

ARTICLE VII
Initial Directors

The number of directors of this corporation initially shall be one (1), which number may be increased or decreased pursuant to the bylaws of the corporation; however, there shall never be less than one director nor more than five directors. The name and address of the initial board of director of this corporation is:

Allen Johnson	2934 Phillips Highway
President/Secretary	Jacksonville, Florida 32207

ARTICLE VIII

The name and address of the incorporator signing these articles is:

Allen Johnson	2934 Phillips Highway
President/Secretary	Jacksonville, Florida 32207

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, Allen Johnson, being the incorporator and the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate and by declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14 day of Sept., 1995.


Allen Johnson

Certification Designating Place of Business or
Domicile for the Service of Process Within
This State, Naming Agent Upon Which Process
May Be Served

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That Hot Wheels and Accessories, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Allen Johnson, 2934 Phillips Highway, Jacksonville, Florida 32207, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

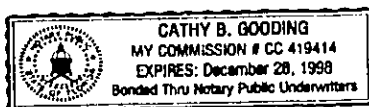
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Allen Johnson
Allen Johnson

Sworn to and subscribed before me
this 17th day of September,
1995 appeared Allen Johnson, who
is personally known to me or has
produced the following identification
personally known.

Cathy B. Gooding
Notary Public, State of Florida

CATHY B. Gooding
Notary Name (Print)
My Commission expires:



FILED
95 SEP 12 PM 3:55
JACKSONVILLE, FLORIDA