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December 19, 1995

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MICHAEL ROTHMAN

MICHAEL B. TOBIN

PLEASE REPLY TO
MIAMI OFFICE

Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Attention: Division of Corporations

Re: SERPENT USA, INC.

400001668614
-12/22/95--01033--008
****122.50 ****122.50

Gentlemen:

In connection with the above-mentioned corporation, we are enclosing herewith the original and one copy of the Articles of Incorporation, together with the original Certificate Designating Resident Agent, for filing in your office.

We also enclose herewith our trust check in the amount of \$122.50, representing the fee for filing of Articles of Incorporation (\$35.00), filing of the Certificate Designating Resident Agent (\$35.00), and a certified copy of the Articles of Incorporation (\$52.50) as filed with your office, to be returned to us for our file.

Thank you for your cooperation in filing the enclosed Articles and returning a certified copy to our office.

Very truly yours,

ROTHMAN & TOBIN, P.A.



Michael Rothman

JAN 2 1996

BSB

95 DEC 22 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SERPENT USA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is:

SERPENT USA, INC.

ARTICLE II

NATURE OF BUSINESS

The general purposes for which the Corporation is organized are the following:

- A. Sale and distribution of hobby products.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of One Hundred shares (100) of common stock with a value of 1.00 par value per share.

ARTICLE IV

PREEMPTIVE RIGHTS

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

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence

on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 142 Northwest 99th Street, Miami Shores, Florida, 33150, or such other place of business as may be determined and fixed by the Board of Directors from time to time. The Registered Agent of this Corporation shall be Michael Rothman, Esquire, located at Rothman & Tobin, P.A., 11900 Biscayne Boulevard, Suite 740, Miami, Florida, 33181.

ARTICLE VIII

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE IX

DIRECTORS

The number of directors of the Corporation shall be not less than one (1) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the

Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PETRUS MARIA BEROETS	Zomerlaan 24 2103 AJ Heemstede The Netherlands

ARTICLE X

SUBSCRIBERS

The name and address of each subscriber to the capital stock of this Corporation, and the number of shares of stock each agrees to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
SERPENT INTERNATIONAL, INC.	142 N.W. 99th St Miami Shores, FL 33150	100

ARTICLE XI

CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other

Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

ARTICLE XII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XIII

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and

creating, dividing, limiting and regulating the powers of the Corporation, its Stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.



PETRUS MARIA BERVOETS

STATE OF FLORIDA)

ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared the above within named Petrus Maria Bervoets, to me well known and known by me to be the person who executed the foregoing Articles of Incorporation of SERPENT USA, INC., and he acknowledged before me, according to Law, that he made and subscribed to the

same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in the County and State last aforesaid, this 15th day of December 1995.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



MICHAEL ALAN ROTHMAN
My Commission C0348228
Expires Jan. 30, 1998
Bonded by ANB
800-862-0678

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

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

First--That SERPENT USA, INC., desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at City of Miami, County
of Dade, has named Michael Rothman, Esquire, of Rothman & Tobin,
P.A., located at 11900 Biscayne Blvd. Suite 740, Miami, Florida
33181, County of Dade, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at 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.

BY: 

REGISTERED AGENT

FILED
95 DEC 22 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA