

Zimmerman
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ATTORNEYS AT LAW

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FILED
96 APR 15 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 10, 1996

Secretary of State
The Capitol
Tallahassee, Fla. 32301

Re: BIG AIRPLANE TOYS & HOBBY SHOP, INC.

300001781153
-04/15/96--01150--009
*****70.00 *****70.00

Dear Sir:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my trust account check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee.....	\$35.00
Certificate of Res Agent.....	\$35.00

Please return a stamped copy.

Thank you for your cooperation in this matter, I am

Very truly yours,

Stephen L. Zimmerman

SLZ/dm

BE 4/17

ARTICLES OF INCORPORATION
OF
BIG AIRPLANE TOYS & HOBBY SHOP, INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:
BIG AIRPLANE TOYS & HOBBY SHOP, INC.

The address of the corporation shall be:

3760 N.E. 12th Ave.
Pompano Beach, FL 33064

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Shares Authorized	Par value Per Share	Class of Stock
100	\$1.00	Common

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ARTICLE IV

PREEMPTIVE RIGHTS

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

ARTICLE V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Stephen L. Zimmerman

INITIAL REGISTERED OFFICE: 737 East Atlantic Blvd.

Pompano Beach, FL 33060

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have 3 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the Director of this Corporation is:

NAME	ADDRESS
Manuel Rosado	3760 N.E. 12th Ave. Pompano Beach, FL 33064
Joaquin Vega	3750 N.E. 12th Ave. Pompano Beach, FL 33064
Juan Vega	3750 N.E. 12th Ave. Pompano Beach, FL 33064

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

NAME	ADDRESS
Manuel Rosado	3760 N.E. 12th Ave. Pompano Beach, FL 33064

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 10 day of April, 1996.

Manuel Rosado
Manuel Rosado
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10 day of April, 1996 by Manuel Rosado, who is personally known to me or who has produced _____ as identification and who did take an oath.



Notary Public

My commission expires:



Official Seal
STEPHEN L. ZIMMERMAN
Notary Public, State of Florida
My Comm. Expires October 25, 1996
No. CC229525

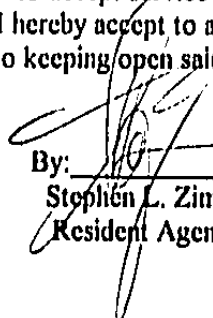
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

BIG AIRPLANE TOYS & HOBBY SHOP, INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation in the city of Pompano Beach, county of Broward, State of Florida, has named **STEPHEN ZIMMERMAN** located in the city of Boca Raton, county of Palm Beach, state of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED: (Must be signed by designated agent)

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

By: 
Stephen L. Zimmerman
Resident Agent

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