

P96000084945

October 9, 1996

Via Federal Express

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

700001971807
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****131.25 ****131.25

Re: TOYBOX R/C AVIATION, INC.


Dear Sir or Madame:

Enclosed please find the following:

1. Two (2) executed copies of proposed Articles of Incorporation for TOYBOX R/C AVIATION, INC.;
2. Cashier's check in the amount of \$131.25 representing filing fee, certified copy and certificate.

If the same meet with your approval, please file the Articles and return the certified copy and certificate for the corporation at your earliest convenience.

Thank you for your assistance. If you have any questions, please call me on my cellular phone at (813) 430-2260.


Richard W. Booze
6201 Dartmouth Avenue North
St. Petersburg, FL 33710
(813) 347-8127

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

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DIVISION OF CORPORATIONS

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TOYBOX R/C AVIATION, INC.

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

- Article 1. The name of the corporation shall be: TOYBOX R/C AVIATION, INC.
- Article 2. The principal place of business and mailing address of the corporation is: 4935 - 66th Street North, St. Petersburg, Florida 33709.
- Article 3. The purpose of the corporation is for retail sales, parts and service of remote-controlled airplanes, helicopters, boats, etc.
- Article 4. The corporation shall have the authority to issue 1,000 shares of common stock.
- Article 5. The registered agent of the corporation is Sammie Taylor Bond, and the registered street address is 12001 Ninth Street North, #2911, St. Petersburg, FL 33716.
- Article 6. The names and street addresses of the incorporators to these Articles of Incorporation are:

Richard W. Booze
6201 Dartmouth Avenue North
St. Petersburg, Florida 33710

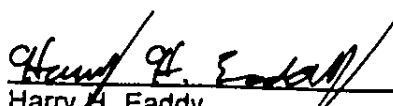
Robert R. Underwood
7030 DalKeith Avenue North
St. Petersburg, Florida 33709

Harry H. Eaddy
2585 15th Avenue North
St. Petersburg, Florida 33713

The undersigned incorporators have executed these Articles of Incorporation
of TOYBOX R/C AVIATION, INC. this 9th day of October, 1996.


Richard W. Booze


Robert R. Underwood


Harry A. Eaddy

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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CORPORATIONS
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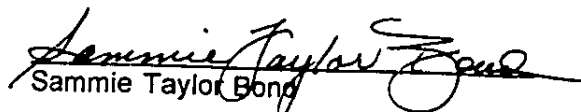
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/resident agent, in the State of Florida.

1. The name of the corporation is: **TOYBOX R/C AVIATION, INC.**
2. The name and address of the registered agent and office is:

Sammie Taylor Bond
12001 Ninth Street North, #2911
St. Petersburg, FL 33716

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated this 9th day of October, 1996.


Sammie Taylor Bond