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January 23, 1997

Secretary of State
Division of Corporations
Office Box 6207
Tallahassee, Florida 32314

990000 10082

Re: Rhino Racing Corporation

Our File No. M-967

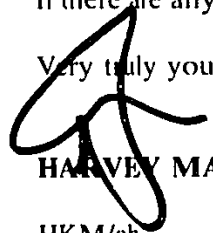
To Whom It May Concern:

I enclose herewith an original and one copy of the Articles of Incorporation for the above referenced corporation with Acceptance of Registered Agent Designated in Articles of Incorporation attached, along with Harvey Mattel Office Account Number 8661 in the amount of \$122.50, representing the filing fee.

I would appreciate your promptly filing the Articles of Incorporation and returning a certified copy of the articles as filed in the self-addressed, stamped envelope provided.

If there are any questions, please do not hesitate to call me, or my assistant, Abby Hevia, collect.

Very truly yours,



HARVEY MATTEL

HKM/ah

Enc.

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FBI
TALLAHASSEE
FLORIDA

**ARTICLES OF INCORPORATION
OF
RHINO RACING CORPORATION**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RHINO RACING CORPORATION

The address of the principal office of this corporation shall be 829 S.W. Coconut Drive, Fort Lauderdale, Florida 33315, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 600 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 829 S.W. Coconut Drive, Fort Lauderdale, FL 33315, and the name of the initial registered agent of the corporation at that address is Sefton K. Barnes.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Sefton K. Barnes
829 S.W. Coconut Drive
Fort Lauderdale, Florida 33315

IN WITNESS WHEREOF, Sefton K. Barnes, has hereunto set his hand and seal of the
this 23rd day of January, 1997.


SEFTON K. BARNES

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Sefton K. Barnes, a resident of the state of Florida, having a business office identical with the registered office listed above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.

Dated this 23rd day of January, 1997.


SEFTON K. BARNES

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SECRETARY OF STATE
TALLAHASSEE FLORIDA