

P97000028673

Herp Hobby Shop, Inc.
3130 Tampa Road, Suite 8
Oldsmar, FL 34677
(813) 789-5336

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-03/27/97--01024--009
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed you will find two original copies of the Articles of Incorporation for the Herp Hobby Shop, Inc. In addition, you will find a check made payable to the Division of Corporations in the amount of \$70.00 representing the filing fee and designation of registered agent fee.

Please return one copy of the Articles of Incorporation with the filing date stamped on them.

If I can answer any questions with regard to the above, please do not hesitate to contact me.

Sincerely,

Andrew Potts

Andrew Potts

FILED
97 MAR 27 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PK
3/31/97

**ARTICLES OF INCORPORATION
OF
HERP HOBBY SHOP, INC.**

FILED

97 MAR 27 AM 10: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of this corporation is **Herp Hobby Shop, Inc.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value stock which shall be designated at "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The principal address of the corporation is 3130 Tampa Road, Suite 8, Oldsmar, FL 34677 and the address of the initial registered office is 3130 Tampa Road, Suite 8, Oldsmar, FL 34677; and the name of the initial registered agent of this corporation at that address is Andrew Potts.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation are:

Robert O. Potts
156 Annwood Road
Palm Harbor, FL 34685

Andrew Potts
156 Annwood Road
Palm Harbor, FL 34685

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is Andrew Potts, 3130 Tampa Road, Suite 8, Oldsmar, FL 34677.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 18th day of March, 1997.



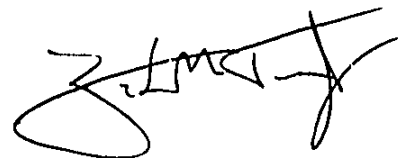
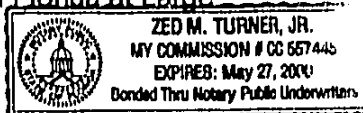
Andrew Potts
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Andrew Potts, known to be and known by me to be the person who executed the foregoing Articles of incorporation, and he acknowledged before that he executed those Articles of Incorporation,

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18th day of March, 1997.

NOTARY PUBLIC, State of Florida at Large
My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

97 MAR 27 AM 10: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that Herp Hobby Shop, Inc., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 3130 Tampa Road, Suite 8, Oldsmar, FL 34677, has named Andrew Potts as its agent to accept service of process within Florida.

DATED:

Andrew Potts Andrew Potts Vice - President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Andrew Potts Andrew Potts Registered Agent