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March 18, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002119519--4
-03/20/97--01113--010
****122.50 ****122.50

RE: Big Boyz Toyz Auto Company, Inc.

Enclosed please find a check in the amount of \$122.50, for the
filing fee, Registered Agent and for a certified copy of the
documents.

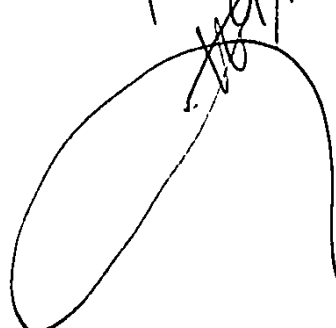

Please stamp and return articles with document number.

Your prompt attention to this matter is greatly appreciated.

FILED
97 APR -1 PM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Yours Truly,


GIL LILIENTHAL

P.A. st. address
1147-697


H/1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1997

KELLIE SINSABAUGH
RMS INC.
40178 US 19 NORTH
TARPON SPRINGS, FL 34689

SUBJECT: BIG BOYZ TOYZ AUTO COMPANY, INC.
Ref. Number: W97000006971

We have received your document for BIG BOYZ TOYZ AUTO COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A post office box is not an acceptable address for the registered agent.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 097A00015249

*Corrected papers returned as per
conversation on 3/27/97.*

*Thank-you
Dil G. Lilienthal*

ARTICLES OF INCORPORATION

for

BIG BOYZ TOYZ AUTO COMPANY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

BIG BOYZ TOYZ AUTO COMPANY, INC.

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97 APR - 1 PM 9.05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is seven thousand (7,000) shares of common stock with no par value.

Each of said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the Stockholders. Cumulative voting for Officers or Directors of the Corporation is specifically disallowed by these Article of Incorporation.

It is the intention of the Corporation that all shares of stock of the Corporation shall conform to Section 1244 of the Internal Revenue Service Code. Such actions as are necessary will be taken by the appropriate Officers to accomplish this compliance.

It is further to be the intention of the Corporation to elect to be taxed as a partnership under the Internal Revenue Service Code provisions for corporate election of Sub-Chapter "S" treatment in any year in which it is economically beneficial to the Corporation.

**ARTICLE IV. STOCK TRANSFERS -
CORPORATION'S RIGHT OF FIRST REFUSAL.**

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of stock of the Corporation without first offering such shares for sale to the Corporation at net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each Stockholder.

The Corporation shall have the right to further restrict transfers of shares of stock of the Corporation by entering into a Stock Purchase Agreement with the Stockholders. Any such Agreement, to be effective, must be signed by all of the Stockholders of the Corporation, and must also be signed by all of the Directors of the Corporation.

Each share of stock certificate issued by the Corporation shall have printed or stamped thereon the following legend:

"These shares of stock are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

"Additional transfer restrictions may be imposed by a Stock Purchase Agreement between the Corporation and the Stockholders. A copy of such Agreement, if any, shall be on file at the principal office of the Corporation."

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Agent of this Corporation in the State of Florida shall be:

GIL LILIENTHAL
P.O. BOX 721 45 LORRAINE St.
CRYSTAL BEACH, FL 34681

The initial Principal Office of this Corporation in the State of Florida shall be:

GIL LILIENTHAL
P.O. BOX 721 45 LORRAINE St.
CRYSTAL BEACH, FL 34681

The Board of Directors from time to time may move the Principal Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one. New Directors may be added to the Board of Directors by approval of a simple majority of

the Stockholders. The maximum numbers of Directors that may serve on the Board of Directors at one time shall be set at five Directors.

ARTICLE VIII. INITIAL DIRECTOR(S).

The name(s) of the initial Director(s) of this corporation and their street addresses are:

GIL LILIENTHAL
~~P.O. BOX 721~~ 45 LORRAINE St.
CRYSTAL BEACH, FL 34681; and,

BRETT PHILLIPS
852 SUNRISE DRIVE
TARPON SPRINGS, FL 34689.

ARTICLE IX. RIGHTS OF INITIAL DIRECTORS.

The initial Director shall have the right to be a Director of the Corporation provided that the respective Director is a Stockholder of the Corporation owning at least forty-nine percent (49%) of the outstanding stock of the Corporation.

By acquiring stock in this Corporation, each Stockholder agrees to abide by this right and to elect the initial Director named in these Article of Incorporation, and that the restrictions concerning minimum ownership of stock as set out in the preceding paragraph are complied with by that Director.

This Article may not be amended in any way without the written consent of the initial Directors as long as he is still a Stockholder of the Corporation at the time of any such amendment.

ARTICLE X. INCORPORATOR.

The name and street address of the person or corporation signing these Article of Incorporation as

the Incorporator is:

GIL LILIENTHAL
~~P.O. BOX 721~~ 45 LORRAINE ST,
TARPON SPRINGS, FL 34689.

ARTICLE XI. AMENDMENTS.

These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.


ARTICLE XII. BYLAWS.

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Stockholders.

ARTICLE XIII. INDEMNIFICATION.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Article of Incorporation on the 17 day of March, 1997.



GIL LILIENTHAL
INCORPORATOR

**TO: FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**

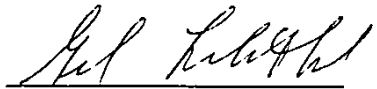
RE: REGISTERED AGENT'S ACCEPTANCE

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508 of the Florida

Statutes notice is given by the below names corporation, to wit:

BIG BOYZ TOYZ AUTO COMPANY, INC.

that GIL LILIENTHAL shall serve as registered agent on behalf of the corporation.



**GIL LILIENTHAL
INCORPORATOR**

FILED
97 APR -1 PM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



**GIL LILIENTHAL
REGISTERED AGENT**