

P 98000052030

TOYOTA Motor Sales, Inc.
681 NE 167th St
N. MIAMI, Beach, FL 33162

JUNE 3, 1998

Secretary of State
FLORIDA DIVISION OF CORPORATIONS
CORPORATE RECORDS BUREAU
P.O. Box 6327
Tallahassee, FLORIDA 32346

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-05/08/98-010/98-002
***122.50 ***122.50

Dear Sir,

I am enclosing ORIGINAL & Copy of ARTICLES OF
INCORPORATION together with money order to
cover the charges listed below.

Filing Fee	\$ 36.00
Certified Copy	52.50
Reg agency	35.00
	<u>122.50</u>

98 JUN -8 PM 3:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

Please file & return a certified copy

Very Truly Yours
Peter S. Blucker, Sr.
Peter S. Blucker, Sr.

6-10-98
AM

ARTICLES OF INCORPORATION

OF

TOY'S TICKET & TRAVEL, INC.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of an act of the Legislature of the State of Florida, do hereby subscribe to these Articles of Incorporation.

1.

The name and address of the corporation is:

TOY'S TICKET & TRAVEL, INC.

68 E NE 16TH ST.
MIAMI BEACH, FLORIDA 33162

2.

The duration of the corporation shall be perpetual.

3.

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida business Corporation Act.

Prepared by:

Peter S. Blucher
1859 N PINN ISLAND PL Suite 203
Plantation, FLA 33327

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TALLAHASSEE, FLORIDA

4.

The aggregate number of shares which the corporation shall have the authority to issue shall be:

(a) 100 shares of common voting stock, at a par value of \$ 5.00 per share

5.

The Registered Agent and his address is as follows:

STEVEN NOVAK
601 NE 167TH STREET
N MIAMI BEACH, FL 33112

6.

The Board of Directors shall consist of one or more individuals, with the number specified in, or fixed in accordance with its By-Laws. The number of Directors may be increased or decreased, from time to time, by amendment to, or in the manner provided, in the By-Laws.

7.

The names and post office addresses of the original subscribers to these

Articles are:

STEVEN NOVAK 1121 SOUTH PARK ROAD #112
HOLLYWOOD FLA 33021

Peter S. Blucher

1859 N. Pine Island Rd, Suite 203

Plantation, FL 33322

7 (a).

The names of the initial officers and directors are:

STEVEN NOVAK, PRES.
PETER S BLUCKER, SECT-TREAS

8.

This corporation shall have the initial officers herein listed and may have any other officers so described in its By-Laws, who will be appointed by the existing officers or the Board of Directors.

Each officer has the authority and shall perform the duties set forth in the By-Laws or, to the extent consistent with the By-Laws, the duties prescribed by the Board of Directors or by the direction of any officer authorized by the By-Laws or the Board of Directors to prescribe the duties of the officers.

9.

This Corporation may in its By-Laws confer powers upon its Directors, in addition to any other powers and authorities conferred upon them by Statutes.

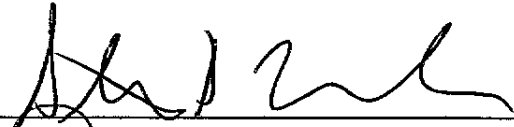

10.

Both Stockholders and Directors of this Corporation shall have the power to hold their meetings, and to have one or more offices, within or without the State of Florida.

11.

These Articles of Incorporation of this Corporation may be amended, changed, altered, or repealed in the manner now or hereafter prescribed by Florida Statutes and all rights conferred upon the Stockholders herein are granted subject to this reservation.

I, the undersigned being all of the undersigned subscribers to the capital stock, as recited herein, do make, subscribe and acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly, have heretofore set my hand and seal, this _____ day of MAY, 1998.

 (Seal)


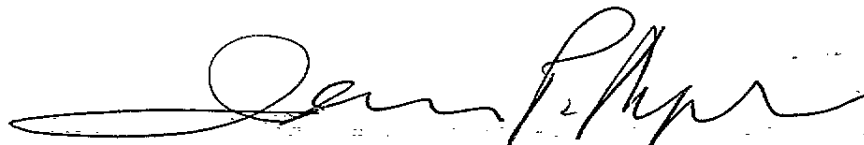
STATE OF FLORIDA)
) SS:
COUNTY OF Dade)

I HEREBY CERTIFY that on this _____ day of MAY, 1998, before me personally appeared STEVEN NOVAK, to me well known to be the subscriber described herein, and who signed the foregoing Certificate of Incorporation and who acknowledged before me that he signed, sealed and delivered same for the uses and purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal at Dade County, State of Florida, the day and year first above written.

 Personally known to me, or

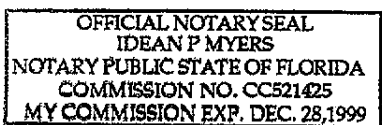
 Produced Identification: FL DRIVERS LICENSE



IDEAN P. MYERS
NOTARY PUBLIC, State of Florida at
Large

IDEAN P. MYERS
Printed Name of Notary

My Commission Expires:



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

Toy's ticket & TRAVEL, Inc

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST--That Toy's ticket & TRAVEL, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of _____, County of Dade, State of Florida, has named STEVEN NOVAK, located at 681 NE 167th Street, No Miami Beach County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: [Signature]

(Registered Agent)

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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