

P98000095638

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Big Boy Toys, Inc.
OF ORLANDO

500002685155--5

-11/12/98--01001--015

*****78.75 *****78.75

RECEIVED

98 NOV 10 PM 3:58

RECEIVED
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: JS

Name _____

Date 11/10/98

Time 3:47

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

98 NOV 12 AM 7:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE

NOV 12 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: BIG BOY'S TOYS, INC.
Ref. Number: W98000025465

We have received your document for BIG BOY'S TOYS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 098A00054606

ARTICLES OF INCORPORATION
OF

98 NOV 12 AM 7:50

BIG BOY'S TOYS OF ORLANDO, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation shall be BIG BOY'S TOYS OF ORLANDO, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

SECTION 1: Purposes. The corporation is organized for the purpose of engaging in the business of **AUTO DETAILING, STEREO AND ALARM INSTALLATION**, and any business or activity permitted under the laws of the United States and Florida.

SECTION 2: Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

(a) All those powers authorized by statute.

(b) The power to carry out the purposes set forth above in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country.

(c) The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expense actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer or employee, except in relation to a matter as to which he or she shall be adjudged of misconduct in the performance of his or her duty.

ARTICLE FOUR

SECTION 1: Shares. The corporation is authorized to issue 1000 shares of capital stock, all of one class, at \$1.00 par value. The shares shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share which shareholders have the right to vote. All common shares shall be entitled to

receive the net assets of the corporation upon its dissolution and together have unlimited voting rights.

SECTION 2: Pre-Emptive Rights. The holder of the common shares of the corporation shall have a pre-emptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held by the corporation. Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

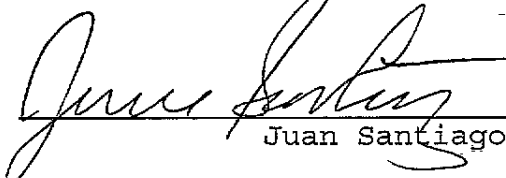
ARTICLE FIVE

The name and address of the initial registered agent of the Corporation is:

Juan Santiago
1800 South Orange Blossom Trail
Orlando, Fl 32839

Acceptance of Registered Agent

Having been named to accept Service of Process for the above Corporation, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607-050(3).



Juan Santiago

The address of the principal office of the Corporation is:

1800 South Orange Blossom Trail
Orlando, Fl 32839

ARTICLE SIX

SECTION 1: The management of the affairs of the corporation shall be exercised by the Directors.

SECTION 2: The Directors shall have the power to make, alter, amend or repeal the By-Laws, but any By-Laws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or

special meeting.

SECTION 3: No contract or other transaction between (1) the corporation and one or more of its shareholders, or (2) between the corporation and any firm of which one or more of its shareholders or directors are members or employees or in which they are interested, or (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees of the corporation, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and shall not be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

SECTION 4: The initial Board of Directors shall consist of the following persons:

Marcos O. Rodriguez
Gecenia Aviles-Rodriguez

ARTICLE SEVEN

The name and address of the incorporator(s) signing these Articles of Incorporation is:

Marcos O. Rodriguez
1800 South Orange Blossom Trail
Orlando, Fl 32839

ARTICLE EIGHT

Each person herein named or hereafter elected an officer of this Corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been an officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such officer.

ARTICLE NINE

The date when the corporate existence of this Corporation shall commence is UPON FILING.

ARTICLE TEN

The right is expressly reserved to amend these Articles of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the Corporation Laws of the State of Florida, and the right of all shareholders are expressly made subject to such power or amendment.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 3 day of November, 1998.

[Signature]

(Signature of incorporator)

(Signature of incorporator)

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to (or affirmed) and subscribed before me on November
3, 1998 by Marcos O. Rodriguez.

[Signature]
Notary Public

SEAL:



FRANCISCO COLON JR.
My Commission CC579707
Expires Aug. 25, 2000

☒ Personally known
☐ Produced Identification
Type of identification produced FLA D.C.