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May 7, 1999

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
403 E. Gaines St.  
P.O. Box 6327  
Tallahassee, FL 32314

500002869615-06  
-05/10/99--01117--017  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Velocity Toys, Inc.

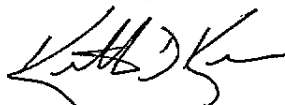
Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our trust account check in the amount of \$122.50 representing \$35.00 filing fee, \$52.50 certified copy fee, and \$35.00 designation.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,



Keith D. Kern

Enclosures

FILED  
99 MAY 10 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VELOCITY TOYS, INC.**

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99 MAY 10 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is VELOCITY TOYS, INC.

**ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office of this corporation is 230 Via d'Este, Suite 1503, Delray Beach, FL 33445.

The mailing address of this corporation is 230 Via d'Este, Suite 1503, Delray Beach, FL 33445.

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to issue is Five Hundred (500), which shares shall be common stock having a one dollar (\$1.00) par value.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 50 S.E. 4th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Keith D. Kern, Esq.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this corporation is:

MARK A. BISHOP, 230 Via d'Este, Suite 1503, Delray Beach, FL 33445

**ARTICLE VI - PURPOSE**

The general purposes for which the corporation is organized are:

1. To engage in the business of designing, producing and distributing toys and related products
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or

business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARK A. BISHOP	230 Via d'Este, Suite 1503, Delray Beach, FL 33445

#### **ARTICLE VIII- INITIAL OFFICERS**

The name and address of the initial Officers of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

MARK A. BISHOP President, Secretary, Treasurer

#### **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

#### **ARTICLE X - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### **ARTICLE XI - INDEMNIFICATION**

This corporation may be empowered to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


#### **ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.


**ARTICLE XIII - INFORMAL ACTION**

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of May, 1999.

  
MARK A. BISHOP

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this 7<sup>th</sup> day of May, 1999.

  
KEITH D. KERN  
Registered Agent

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FILED  
99 MAY 10 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA