

P99000080480

AYAKO FURUICHI
55 Ocean Lane Drive #4030
Kay Biscayne, FL 33149

FILED
99 SEP -3 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FL 09112

September 2, 1999

Division of Corporation
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-09/03/99--01070--008
122.50 **78.75

Dear Sir,

Enclosed please find 2 sets of original Articles of Incorporation of Toy Plane, Inc., and check no. 245 in the amount of \$122.50 for approval.

I also enclosed Federal Express return envelope with ready label on it. Please return approved articles immediately. If you have any questions, please call me at (305)365-6633.

Sincerely,

Ayako Furuichi
Ayako Furuichi

EFFECTIVE DATE
9-2-99

9-10
WC

ARTICLES OF INCORPORATION
OF
TOY PLANE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this corporation is Toy Plane, Inc.. The mailing address of the corporation is 55 Ocean Lane Drive #4030, Key Biscayne, Florida 33149.

ARTICLES II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her pro rate 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 street address of the initial registered office of this corporation is 55 Ocean Lane Drive #4030, Key Biscayne, Florida 33149 and the name of the initial registered agent of this corporation at this address is Ayako Furuichi.

EFFECTIVE DATE
9-2-99

ARTICLES VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and address of the initial director of this corporation is:

Ayako Furuichi
55 Ocean Lane Drive #4030
Key Biscayne, Florida 33149

ARTICLE VIII - INCORPORATOR

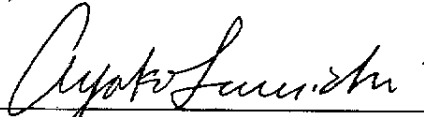
The name and address of the person signing these Articles of Incorporation is:

Ayako Furuichi
55 Ocean Lane Drive #4030
Key Biscayne, Florida 33149

ARTICLE IX - AMENDMENT

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

In witness whereof, the undersigned subscribed have executed these Articles of Incorporation on September 2, 1999.



Ayako Furuichi, Subscriber

State of Florida)
) ss
County of Dade)

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Ayako Furuichi known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on September 2, 1999.



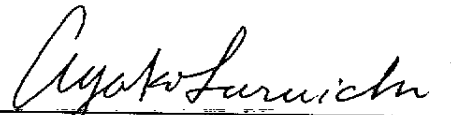


Notary Public
State of Florida

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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That Toy Plane, 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 Key Biscayne, County of Dade, State of Florida, has named Ayako Furuichi located at 55 Ocean Lane Drive, Key Biscayne, Florida 33149 as its agent to accept service of process within this state.



Ayako Furuichi, President
September 2, 1999

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the 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.



Ayako Furuichi, Registered Agent
September 2, 1999

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TALLAHASSEE, FLORIDA