

P95000000443

December 29, 1994

DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL 32314

DEAR SIR:

ENCLOSED ARE ARTICLES OF INCORPORATION OF:
ACME TELECARDS & COLLECTIBLES, INC.
AND CK FOR \$70.00 TO COVER COSTS.

PLEASE MAIL BACK TO:

FRANK A GUTTA
300 N.W. 82ND AVE # 506
PLANTATION, FL 33324
(305) 452-8813

THANK YOU FOR YOUR COOPERATION IN THIS MATTER.

1 1111111 1111111
01/03/95 011111-001
*****70.00 *****70.00

FILED
95 JAN -3 AM 10:07
TALLAHASSEE, FLORIDA

BE 1/4

ARTICLES OF INCORPORATION
OF

ACME TELECARDS & COLLECTIBLES, INC.

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

FILED
93 JAN -3 AM 10:07
TALLAHASSEE STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

ACME TELECARDS & COLLECTIBLES, INC.

The principal place of business of this corporation shall be 11166 NW 37TH STREET SUNRISE, FL 33351.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 11166 NW 37TH STREET SUNRISE, FL 33351. The name of the initial registered agent of the corporation at that address is BRUCE HARMON.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer/director, initially. The name and street address of the initial officer/director who shall hold office for the first year of the corporation and every year thereafter until his successors are elected or appointed is:

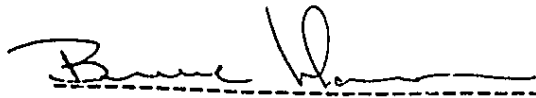
BRUCE HARMON - PRESIDENT/DIRECTOR
11166 NW 37TH STREET
SUNRISE, FL 33351

ARTICLE VIII. SUBSCRIBER

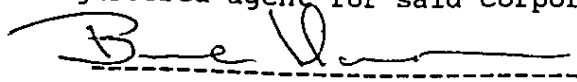
The name and street address of the subscriber to these articles of incorporation is:

BRUCE HARMON
11166 NW 37TH STREET
SUNRISE, FL 33351

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 30 day of DECEMBER 1994.


----- (SEAL)
BRUCE HARMON - SUBSCRIBER

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



BRUCE HARMON - REGISTERED AGENT

RECORDED
STATE
FLORIDA
80 JUL 8 1995
CS 112

P95000000 443

Keith C. Tschler
1853 Capital Circle NE
Tallahassee, FL 32308

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) 800001938 708
-08/27/96--01163--003
*****35.00 *****35.00
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 27 PM 1:45

APPROVED
AND
FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: KEITHC. TISCHLER, P.A.

1b. The mailing address of the corporation is: 1669 MAHAN CENTER BLVD TALLAHASSEE FL 32308

1c. Date of incorporation: 1/18/95 Document number: P95000004438

2. The name and address of the current registered agent and office:

KEITH C. TISCHLER
1853 Capital Cir. NE, STE.
TALLAHASSEE FL 32308

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

KEITH C. TISCHLER
1669 MAHAN CENTER BLVD.
TALLAHASSEE FL 32308

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SEP 27 PM 1:17

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) 9/26/96 (Date)

KEITH C. TISCHLER, Pres.
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

(Signature of Registered Agent) 9/26/96 (Date)

If signing on behalf of an entity:

KEITH C. TISCHLER PRESIDENT
(Typed or Printed Name) (Capacity)