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August 29, 1997

Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 1:32

Re: KAT'S VIDEO & SPORTS CARDS, INC.

Gentlemen:

Enclosed herewith are the Articles of Incorporation with a copy of said articles for the above referenced entity, and a check in the amount of One hundred twenty two dollars and fifty cents (\$122.50), as follows:

Filing fees	\$ 35.00
Registered Agent	35.00
Certified copy	<u>52.50</u>
Total	<u>\$ 122.50</u>

Please return these approved documents to the Registered Agent, E. Siverio, EM Accounting Services, at 7179 Pembroke Road, Pembroke Pines, Florida, 33023, telephone number (305) 966-3030.

Respectfully submitted,

E. Siverio
for the firm

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Enclosures

Handwritten initials and date: *ES 9/4/97*

ARTICLES OF INCORPORATION
of
KAT'S VIDEO & SPORTS CARDS, INC.

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The undersigned subscribers of these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name and address of the corporation is:

KAT'S VIDEO & SPORTS CARDS. INC.
17431 S.W. 63rd. Manor
Ft. Lauderdale, Florida 33331

ARTICLE II

The general nature of the business to be transacted by this corporation is: to manufacture, purchase, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cementery company, a building and loan association, mutual fire insurance association, a cooperative association, fraternal benefit society, state fair exposition.

ARTICLE III

The maximum number of shares that this company is authorized to have outstanding at any time is: five hundred (500) shares, par value One dollar (\$1.00). The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is no less than Five hundred dollars (\$500.00).

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

Persuant to S607.034, Florida Statutes, the registered office of this corporation in the State of Florida shall be that of 7179 Pembroke Road, Pembroke Pines, Florida, 33023, and the registered agent in the State of Florida shall be E. Siverio, whose business address is 7179 Pembroke Road, Pembroke Pines, Florida, 33023.

ARTICLE VII

This corporation shall have three directors , initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, the President, Vice-President, Secretary and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
JAMES ROACH, Sr.	7329 S.W. 9th. Court Plantation, Florida 33317	President
JAMES ROACH, Jr.	17431 S.W. 63rd. Manor Ft. Lauderdale, Florida 33331	Treasurer
ALICE ROACH	7329 S.W. 9th. Court Plantation, Florida 33317	Secretary

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

<u>Name</u>	<u>Address</u>	<u>No. of shares</u>	<u>Consideration</u>
JAMES ROACH, Sr.	Same as above	66.70	\$1.00 each
JAMES ROACH, Jr.	Same as above	166.65	\$1.00 each
ALICE ROACH	Same as above	166.65	\$1/00 each

ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for:

KAT'S VIDEO & SPORTS CARDS, INC.

as named herein, at the place designated in the certificate, I agree to act in this capacity, and agree to comply with the statutory provisions relative to the maintenance of an office.

Signed this 27th. day of August, 1997.



E. Siverio

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