

798000090333



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
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699223

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Big City CD's Comics & Collectibles

500002670675-9
-10/23/98-01001--023
*****78.75 *****78.75

98 OCT 23 PM 1:06
DIVISION OF CORPORATION
 Walk In
 Mail Out
 Will Wait
 Photocopy

Pick Up Time

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

NEW FILINGS	
<input checked="" 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

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

FILED
98 OCT 23 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ordered By: _____

Date: _____

T. SMITH OCT 23 1998

ARTICLES OF INCORPORATION

FILED
98 OCT 23 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FL 32301

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: *BIG CITY CDs, COMICS & COLLECTIBLES, INC.*

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*8620 BAYMEADOWS RD.
JACKSONVILLE, FL 32256*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

*7,500 - COMMON STOCK
NO-PAR VALUE*

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: *DORCAS GRUEL
8620 BAYMEADOWS RD
JACKSONVILLE, FL 32256*

FILING FEE: \$70.00

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

DORCAS GRUEL - PRES.

2865 SYLVAN LN. S.
JACKSONVILLE, FL 32257

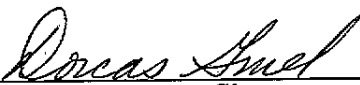
JAMES E. GRUEL

2865 SYLVAN LN. S.
JACKSONVILLE, FL 32257

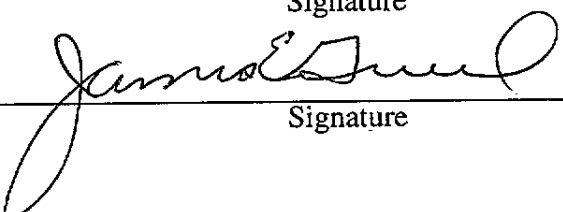
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19th day of OCTOBER, 1998

(An additional article must be added if an effective date is requested.)



Signature



Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BIG CITY CD's, COMICS & COLLECTIBLES,
INC.
2. The name and address of the registered agent and office is:

DORCAS GRUEL
(NAME)

8620 BAYMEADOWS RD
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

JACKSONVILLE, FL 32256
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dorcias Gruel
(SIGNATURE)

10-19-98
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

FILED
98 OCT 23 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA