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MIAMI, FLORIDA 33138-2219

305/891-2364

March 6, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002451537-4

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*****78.75 *****78.75

AUTHENTIX SPORTS COLLECTIBLES & MEMORABILIA, INC.

Dear Sir/Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$78.75 for filing fees and a certificate of status. Please file stamp one of the copies of the articles of incorporation and return it to me in the enclosed, self-addressed, stamped envelope.

Thank you in advance for your attention to this matter.

Sincerely,



Ross M. Johnston

Encls.

FILED
98 MAR 10 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AUTHENTIX SPORTS COLLECTIBLES & MEMORABILIA, INC.

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 shall be:

AUTHENTIX SPORTS COLLECTIBLES & MEMORABILIA, INC.

ARTICLE II PRINCIPAL OFFICE

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

Authentix Sports Collectibles & Memorabilia, Inc.
12555 Biscayne Blvd., Suite 423
North Miami, Florida 33181

ARTICLE III SHARES

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

1000 Shares

ARTICLE IV INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Gregg Shienbaum
30 N.E. 1st Street
Miami, FL 33132

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TALLAHASSEE, FLORIDA

ARTICLE V PURPOSE

This Corporation is organized for the purpose of transacting any lawful business.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Jay M. Shienbaum	12555 Biscayne Blvd., Ste. 423, N. Miami, FL 33181
Marci Schwartz	12555 Biscayne Blvd., Ste. 423, N. Miami, FL 33181

ARTICLE VII BYLAWS

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation, or any amendment hereto, is vested in the Board of Directors of the Corporation.

ARTICLE VIII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

ARTICLE IX SUBCHAPTER S CORPORATION RESOLUTION

In accordance with the provisions of the Internal Revenue Code of the United States of America, the shareholder of Authentix Sports Collectibles & Memorabilia, Inc. hereby consents to the election for the Corporation to file as a Subchapter S Corporation for tax purposes.

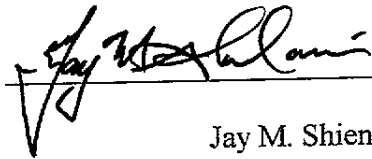
<u>Name and Address of Shareholder</u>	<u>No. of Shares</u>	<u>Date Acquired</u>
Jay M. Shienbaum	100	March 1, 1998

ARTICLE X INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Jay M. Shienbaum
12555 Biscayne Blvd., Suite 423
N. Miami, FL 33181

The undersigned incorporator has executed these Articles of Incorporation this 1st
day of March, 1998.

A handwritten signature in black ink, appearing to read "Jay M. Shienbaum", is written over a horizontal line.

Jay M. Shienbaum

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: **AUTHENTIX SPORTS COLLECTIBLES & MEMORABILIA, INC.**
2. The name and address of the registered agent and office is:

Gregg Shienbaum
30 N.E. 1st Street
Miami, FL 33132

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.



Gregg Shienbaum

3/5/98
Date

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TALLAHASSEE, FLORIDA