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KOEHLER & COMPANY
A PROFESSIONAL ASSOCIATION
CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

MEMBERS OF THE AMERICAN
INSTITUTE AND THE FLORIDA
INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS

TELEPHONE (813) 258-1272
FACSIMILE (813) 258-2422
WEB SITE: WWW.CPA-TAMPA.COM
E-MAIL: KOEHLER@CPA-TAMPA.COM

2/20

February 4, 2002

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RUH

W02-3852

800004881008--1
-02/05/02--01070--006
****105.00 ****105.00

To Whom it May Concern:

Enclosed please find the following Articles of Organization for a Florida Limited Liability Company for All Sports Collectibles, LLC. We have enclosed a check payable to Department of State for \$105.00, which covers the filing fee and the certificate of status.

We appreciate your prompt handling of these documents. If you have any questions, please contact me at (813) 258-1272.

Very Truly Yours,

Keith W. Koehler

Keith W. Koehler
Director

800004881008--1
-02/15/02--01056--012
*****25.00 *****25.00

FILED
02 FEB 20 PM 4: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 2002

KEITH W. KOEHLER
KOEHLER & COMPANY
1611 WEST PLATT STREET
TAMPA, FL 33606

SUBJECT: ALL SPORTS COLLECTIBLES, LLC
Ref. Number: W02000003852

We have received your document for ALL SPORTS COLLECTIBLES, LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

You must remove the term "Incorporator" from the document.,

There is a balance due of \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 102A00008036

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ALL SPORTS COLLECTIBLES, LLC

ARTICLE 1

The name of the limited liability company shall be:

ALL SPORTS COLLECTIBLES, LLC

ARTICLE II

The purpose of this limited liability company is to engage in any activities of business permitted under the laws of the United States or the State of Florida.

ARTICLE III

The mailing and street address the principal office of the limited liability company is as follows:

1611 W. Platt Street
Tampa, Florida 33606

ARTICLE IV

This company shall begin existence as of the date of filing and shall exist perpetually.

ARTICLE V

This company is to be managed by the members of the board of directors. The initial board of directors is as follows:

NAME

Keith W. Koehler

ADDRESS

1611 W. Platt Street
Tampa, Florida 33606

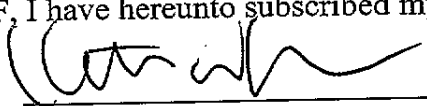
02 FEB 20 PM 4: 27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The company shall indemnify any manager of member or any former member, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 4th day of

Feb, 2002.


KEITH W. KOEHLER

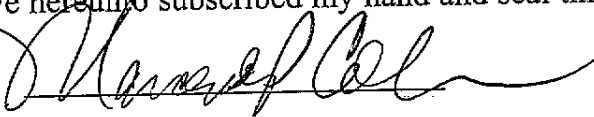
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared, KEITH W. KOEHLER, who is personally known to me or _____ who produced the following identification: _____, and who to me is known to be the person described in and who subscribed the above Articles of Organization for Florida Limited Liability Company, and that she did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned, and set forth.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 4 day of

February, 2002.





Marcene P. Coburn
Commission #DD 021493
Expires April 30, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY

I, KEITH W. KOEHLER, having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.

A handwritten signature in black ink, appearing to read 'Keith W. Koehler', written over a horizontal line.

KEITH W. KOEHLER
1611 W. Platt Street
Tampa, Florida 33606