

1201 HAYS STREET  
000-142-0086  
L95000000669



ACCOUNT NO. : 072100000032

REFERENCE : 667389 1003B

AUTHORIZATION :

COST LIMIT : \$ 337.50

FILED

ORDER DATE : August 23, 1995

ORDER TIME : 9:41 AM

ORDER NO. : 667389

3000001567043

CUSTOMER NO: 1003B

CUSTOMER: Stanley D. Gottsegen, Esq  
ABRAMS ANTON ROBBINS RESNICK  
& SCHNEIDER  
1 Boca Place, Suite 411-e  
2255 Glades Road  
Boca Raton, FL 33431-7383

RECEIVED  
95 AUG 23 10:41  
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: M.C. COLLECTIBLES, L.C.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensel

EXAMINER'S INITIALS:

W95-17016  
02250, 629, 1127, 671

SAB  
8/23/95

789, 611, 615, 671



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 30, 1995

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

SUBJECT: M.C. COLLECTIBLES, L.C.  
Ref. Number: W95000017016

We have received your document for M.C. COLLECTIBLES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 895A00040453



FLORIDA DEPARTMENT OF STATE

August 23, 1995

Sandra B. Mortham  
Secretary of State

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

SUBJECT: M.C. COLLECTIBLES, L.C.  
Ref. Number: W95000017016

We have received your document for M.C. COLLECTIBLES, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

Pursuant to section 608.409, Florida Statutes, the effective date specified in the Articles of Organization must be within 5 days of the date of filing for a prior effective date or no later than 90 days after the date of filing.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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 (904) 487-6926.

Sheldon Bream  
Document Specialist

Letter Number: 595A00039411

ARTICLES OF ORGANIZATION

of

M.C. COLLECTIBLES, L.C.

FILED

95 AUG 30 AM 10:55

CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

The undersigned initial member of M.C. Collectibles, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited company under the laws of the State of Florida.

ARTICLE I.

COMPANY NAME

The name of this Company is: M.C. Collectibles, L.C.

ARTICLE II.

COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on August 30, 1995, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III.

MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o George Burmeister  
7634 N.W. Sixth Avenue  
Boca Raton, Florida 33487

ARTICLE IV.

STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

c/o George Burmeister  
7634 N.W. Sixth Avenue  
Boca Raton, Florida 33487

ARTICLE V.

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Jack F. Weine, Esquire  
Abrams, Anton, Robbins, Resnick & Schneider, P.A.  
One Boca Place - Suite 411-E  
2255 Glades Road  
Boca Raton, Florida 33431

ARTICLE VI.

ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of all the members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of all of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such other documents, statutes, rules, regulations or guidelines as

the members may from time to time determine in their sole discretion.

#### ARTICLE VII.

##### RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

#### ARTICLE VIII.

##### DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company, except that

if a dissolution occurs hereunder as a result of the death of a member, it is the intent, agreement and election of the members, in accordance with Sections 608.407(1)(f) and 608.441(1)(c) of the Act, that the Company continue its existence and business in the event of the death of any member.

#### ARTICLE IX.

##### MANAGERS

The Company shall be managed by managers. The name and address of the initial managers are set forth below. The initial managers shall serve as managers until the first annual meeting of members or until its successors are elected and qualify.

George Burmeister  
c/o ROADWEAR II, INC.  
7634 N.W. Sixth Avenue  
Boca Raton, Florida 33487

Jeff Zebrack  
c/o LITHOGRAPHIX, INC.  
13500 S. Figueroa Street  
Los Angeles, California 90061

#### ARTICLE X.

##### RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI.

AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of all of the members of the Company.

ARTICLE XII.

AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of all of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of all of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 22<sup>ND</sup> day of AUGUST, 1995.

INITIAL MEMBER:

ROADWEAR II, INC.,  
a Florida corporation

By:   
George Burneister, President



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that M.C. COLLECTIBLES, L.C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Palm Beach, County of Palm Beach, State of Florida, has named JACK F. WEINS, ESQUIRE, 2255 Glades Road, Suite 411-E, Boca Raton, Florida, 33431, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: \_\_\_\_\_

*Jack F. Weins*  
Jack F. Weins, Esquire  
(Resident Agent)

FILED  
65 AUG 30 11 00 AM  
CLERK OF DISTRICT COURT  
SOUTH DAKOTA

AFFIDAVIT PURSUANT TO SECTION 608.407(2), FLORIDA STATUTES

COMES NOW the Affiant, George Burmeister, who being first duly sworn according to law deposes and says the following:

1. I am President of Roadwear II, Inc., a Florida corporation, the proposed initial member of M.C. Collectibles, L.C.

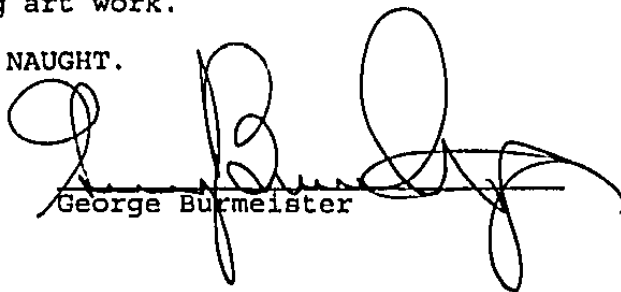
2. There will be at least two members comprising the membership of M.C. Collectibles, L.C.

3. The amount of initial cash contributed by the members will be \$100,000.00.

4. The amount of additional cash anticipated to be contributed by the members is \$50,000.00.

5. The agreed value of property other than cash to be contributed by the members is \$105,000.00. This property consists of a contract with Merv Corning for the distribution of his art work and a License Agreement with the National Football League for the distribution of Merv Corning art work.

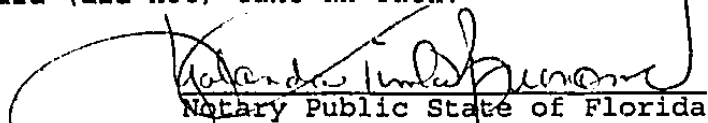
FURTHER THE AFFIANT SAYETH NAUGHT.

  
George Burmeister

STATE OF FLORIDA :  
SS.  
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 29th day of August, 1995, by George Burmeister, who is personally known to me or who has produced as identification, and who did (did not) take an oath.

My Commission Expires:

  
Notary Public State of Florida

L95000000669

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MATTHEW ABRAMS  
1916-1999

PAUL R. ANTON  
1937-1991

MILTON S. BLAUT \*  
ALAN R. COHN \*  
MAURICE M. GARCIA  
GENE K. GLASSER \*  
STANLEY D. GOTTSEGEN \*  
NANCY L. LA VISTA  
SCOTT A. ORTH  
JENNIFER E. PRICE  
LEONARD ROBBINS  
REUREN M. SCHNEIDER \* K \*  
DAVID H. SCHULSON  
KEVIN A. SHACTER  
PETER R. SIEGEL  
JACK F. WEINS  
DAVID WEISMAN \*

EDWARD B. RESNICK (RET.)

\* BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER

\* BOARD CERTIFIED REAL ESTATE LAWYER

\* MEMBER OF D.C. BAR  
\* MEMBER OF N.Y. BAR  
\* MEMBER OF OHIO BAR

2021 TYLER STREET  
POST OFFICE BOX 220010  
HOLLYWOOD, FLORIDA 33022-9000

ONE DOCA PLACE \* SUITE 411-E  
2255 GLADES ROAD  
DOCA RATON, FLORIDA 33431-7303

TELEPHONES  
HOLLYWOOD (305) 921-8800  
FAX: (305) 925-7013  
DOCA RATON & DELRAY  
(407) 994-2212  
(407) 994-2772  
FAX: (407) 997-8404  
NORTH BROWARD (305) 428-9800  
MIAMI (305) 940-8440  
PALM BEACHES (407) 833-4710

PLEASE REPLY TO:

Boca Raton

FILE NO.:

MCCL3-0001

September 8, 1995

600001582706  
-09/12/95--01078--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: M.C. COLLECTIBLES, L.C.

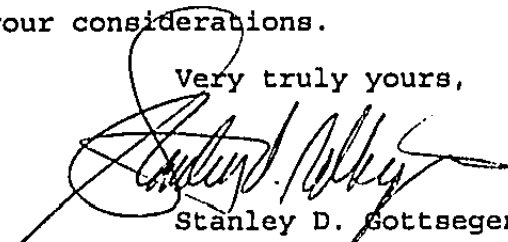
Gentlemen:

Enclosed you will find an original and one copy of the Statement of Change of Registered Agent with regard to M.C. Collectibles, L.C. Also enclosed is a check in the sum of \$35.00 to cover the required filing fee.

Please return a date stamped copy of the Statement of Change of Registered Agent to me in the self-addressed, return envelope that has been provided for your convenience. Should you need anything further, please do not hesitate to contact me.

Thank you for your considerations.

Very truly yours,



Stanley D. Gottsegen

SDG/lth  
Enclosures  
cc: Jack F. Weins, Esquire  
23489 (1) 09/08/95

RA Change

SEP 13 1995

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 11 AM 11:56

Charter No. L95000000669  
Date Filed - August 30, 1995

**STATEMENT OF CHANGE OF REGISTERED AGENT**

Pursuant to the provisions of Sections 608.416, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered agent in the State of Florida.

1. The name of the limited liability company is: M.C. COLLECTIBLES, L.C.

2. The name and address of its present registered agent is:

Jack F. Weins, Esquire  
Abrams, Anton, Robbins, Resnick & Schneider, P.A.  
One Boca Place - Suite 411-E  
2255 Glades Road  
Boca Raton, Florida 33431

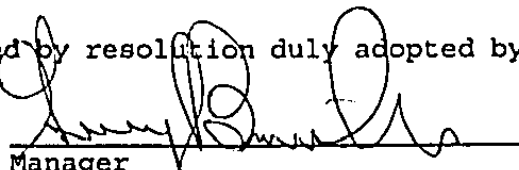
3. The name and street address to which its registered agent is to be changed is:

Stanley D. Gottsegen, Esquire  
Abrams, Anton, Robbins, Resnick & Schneider, P.A.  
One Boca Place - Suite 411-E  
2255 Glades Road  
Boca Raton, Florida 33431

4. The street address of its registered office and the street address of the business office of its registered agent, ~~as~~ changed, are identical.

5. Such change was authorized by resolution duly adopted by an affirmative vote of its members

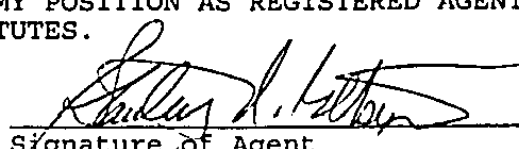
George Burmeister  
(Typed or Printed Name)

  
Manager

Date: 9/8/95

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 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 UNDER SECTION 607.415, FLORIDA STATUTES.

Stanley D. Gottsegen  
(Typed or Printed Name)

  
Signature of Agent

Date: 9/8/95

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 11 AM 11:56

FILE NOW: Fee after May 1, will be \$263.75

<b>L95000000669</b>		<b>FILED</b>	
<b>FILING FEE \$238.75</b>		<b>96 MAR -1 AM 8:18</b>	
<b>Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee</b>		<b>SECRETARY OF STATE</b>	
<b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>		<b>TALLAHASSEE, FLORIDA</b>	
<b>1. Name and Mailing Address of Limited Liability Company</b>		<b>DOCUMENT #L95000000669</b>	
M.C. COLLECTIBLES, L.C. C/O GEORGE BURMEISTER 7634 N.W. SIXTH AVE. BOCA RATON FL 33487		1a. Principal Place of Business Address C/O GEORGE BURMEISTER 7634 N.W. SIXTH AVE. BOCA RATON FL 33487	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a			
<b>2. Principal Place of Business</b>		<b>3. Date Organized or Quilted</b>	
2a. Mailing Address		3a. State of Formation	
Suite, Apt. #, etc		08/30/1995 FL	
City & State		4. FET Number	
Zip		65 0605116	
Country		5. Date of Last Report	
		6. Certificate of Status Desired	
		<input type="checkbox"/> Applied For	
		<input type="checkbox"/> Not Applicable	
		<input type="checkbox"/> AS 1% Additional Fee Required	
<b>7. Name and Address of Current Registered Agent</b>		<b>8. Name and Address of New Registered Agent</b>	
GOTTSEGEN, STANLEY D ESQ. ABRAMS, ANTON ROBBINS, RESNICK, ET A 2255 GLADES ROAD, SUITE 411-E BOCA RATON FL 33431		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc City FL Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (Registered Agent signature is placed when re-statuting)			
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>
MGR	BURMEISTER, GEORGE	7634 N.W. 6TH AVE.	BOCA RATON FL
MGR	ZEBRACK, JEFF	13500 S. FIGUEIRA ST.	LOS ANGELES CA
3/5/96 aw			
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: _____			