

ARNOLD & BURGUIERES

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

1701 NINTH STREET NORTH • ST. PETERSBURG, FLORIDA 33704 • (727) 894-0430 • FACSIMILE (727) 823-2742

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MEMBER COMMERCIAL LAW LEAGUE OF AMERICA

CHARLES F. ARNOLD, P.A.

ROBERT E. BURGUIERES, P.A.

June 19, 2000

Secretary of State
Division of Corporations
Att: New Filings
P.O. Box 6327
Tallahassee, FL 32314

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-06/19/00--01127--003
*****78.75 *****78.75

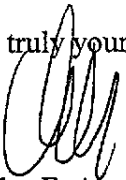
**Re: Incorporation of Cats & Collectibles, Inc.
Our File No: 414103**

Gentlemen:

Enclosed please find original executed Articles of Incorporation for the above-referenced newly formed corporation, together with the registered agent acceptance. Please file the same with official records and return a certified copy of the articles for our file, which copy is enclosed together with a pre-addressed stamped envelope.

A check in the sum of \$78.75 is attached.

Very truly yours,


Charles F. Arnold
Attorney at Law

CFA:cgs

Enclosure: original Articles of Incorporation, copy of same, pre-addressed stamped envelope and check for \$78.75

FILED
00 JUN 19 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 23 2000

ARTICLES OF INCORPORATION

OF

CATS & COLLECTIBLES, INC.

The undersigned, for the purpose of forming a Corporation under the laws of the State of Florida in accord with Chapter 607 Florida Statutes, hereby adopts the following Articles of Incorporation:

FILED
00 JUN 13 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Cats & Collectibles, Inc.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual and shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business in accord with the laws of the State of Florida for which corporations may be incorporated under the Florida General Corporation Act and further to engage in all business matters necessary and proper in connection with such practice.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is Seven Thousand Five Hundred (7,500) shares all of which shall be of a single class of voting common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a pro-rata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor perform, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI - TRANSFER RESTRICTIONS

No share of stock of this corporation shall be issued or transferred to any person inconsistent with the terms and conditions contained herein. Before there can be a valid sale or transfer of any of the outstanding shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by all or otherwise to the secretary of the corporation stating the price terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record, a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholder, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said twenty (20) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation which copy of said Articles may be obtained from the corporation's office".

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 31816 U.S. 19 North, Palm Harbor, FL 33778, and the name of the initial Registered Agent of the corporation is Charles F. Arnold, Esq., located at the registered office at 1701 9th Street North, St. Petersburg, Florida, 33704.

ARTICLE VIII - DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. The corporation shall have (One (1)) Director initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The names and street addresses of the initial Directors initially selected are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Cynthia L. Miller | 31816 U.S. 19 North, Palm Harbor, FL 33778 |

ARTICLE IV - INCORPORATOR

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Cynthia L. Miller | 31816 U.S. 19 North, Palm Harbor, FL 33778 |

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Directors of the corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any present or former Officer or Director, or person exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

ARTICLE XIII - CUMULATIVE VOTING

At each election for directors, ever shareholder entitled to vote at that election shall have the right to cumulate his/her votes by giving one candidate as many votes as the number of directors to be elected at any time multiplied by the number of shares, or by distributing those votes on the same principle among any other candidates.

IN WITNESS WHEREOF, the undersigned has subscribed his hand this ____ day of June, 2000.


CYNTHIA L. MILLER, INCORPORATOR

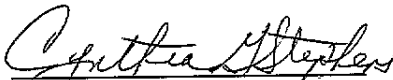
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Cynthia L. Miller at the time of notarization, who did take an oath and who is personally known to me, or who produced a Florida Driver's License as identification, executed the foregoing for the purpose therein contained.

WITNESS my hand and official seal in said County and State the 16TH day of JUNE, 2000. =



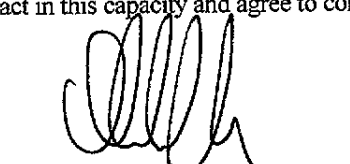
Cynthia G Stephens
My Commission CC685063
Expires October 2, 2001


Notary Public, State of Florida

My Commission Expires: 10/2/01
Name: CYNTHIA G. STEPHENS
Address: 1701 NINTH STREET NORTH

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place specified in Paragraph VII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the Florida Statute relative to keeping open said office.


Charles F. Arnold, Esquire