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STEEL HECTOR & DAVIS LLP

Requestor's Name

215 S. MONROE/SUITE 601

Address

TALLAHASSEE 32301 222-2300

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. COLLECTINGDREAMS.COM INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

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OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

IF YOU HAVE ANY QUESTIONS
REGARDING FILING PLEASE
CONTACT ELIZABETH AT: 222-2300.
THANK YOU.

SMITH AUG 09 2000

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
COLLECTINGDREAMS.COM INC.**

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**Article I
Name of Corporation**

The name of this Florida corporation is CollectingDreams.com Inc. (the "Corporation").

**Article II
Address of Corporation**

The mailing address of the Corporation is 6 Sabal Island Drive, Ocean Ridge, Florida 33435.

**Article III
Capital Stock**

Section 1. Authorized Capital Stock. The Corporation shall have the authority to issue 15,000,000 shares ("Common Stock"), consisting of 5,000,000 shares of Class A Common Stock, no par value ("Class A Stock"), and 10,000,000 shares of Class B Common Stock, no par value ("Class B Stock").

Section 2. Powers, Preferences and Rights of Class A Stock and Class B Stock. Each share of Class A Stock shall entitle the holder to one vote, in person or by proxy, at all meetings of the shareholders of the Corporation, on the matter or matters upon which shareholders are entitled to vote. The Class B Stock shall be non-voting stock.

Each share of Common Stock shall be entitled to participate equally in dividends that may be legally declared by the Board of Directors on the Common Stock and paid out of available funds, and to participate equally in all distributions of assets upon the liquidation, dissolution or winding up of the Corporation.

Except as specifically required by law or this Article III, the holders of the Class A Stock shall have the right to change or limit the rights of the Class B Stock by an affirmative vote of a majority of the outstanding shares of Class A Stock without (i) notice to the holders of the Class B Stock (the "Class B Shareholders"), (ii) a vote of the Class B Shareholders, (iii) the consent of the Class B Shareholders or (iv) causing dissenters' or appraisal rights of the Class B Shareholders to be applicable to the change or limitation. This right of the Class A Stock shall not extend, however, to a change or limitation of the rights of the Class B Stock that directly or indirectly affects the following rights or preferences, if any, of the Class B Stock (including a

modification to increase the rights of the Class A Stock), unless the modification or limitation applies equally to the Class A Stock and the Class B Stock:

- (i) The rate and manner of payment of dividends on the Class B Stock;
- (ii) Whether the Class B Stock may be redeemed or called and, if so, the redemption price or the call price and the terms and conditions of redemption or call;
- (iii) The amount payable to Class B Shareholders in the event of liquidation, dissolution or winding up of the Corporation; and
- (iv) The terms and conditions on which the Class B Stock may be converted or exchanged.

Article IV

Initial Registered Agent and Office Address

The name and office address of the initial registered agent of the Corporation is: Kim A. Hines, Esq., c/o Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401.

Article V

Incorporator

The name and address of the person signing these articles of incorporation as incorporator is Kim A. Hines, Esq., c/o Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, Florida 33401. The powers of the incorporator shall terminate on the filing of these articles of incorporation.

Article VI

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than one. The manner of election of directors shall be regulated by the Bylaws. The name and address of the initial member of the Board of Directors is:

Wilson S. Wengert
6 Sabal Island Drive
Ocean Ridge, Florida 33435

Article VII
Indemnification of Officers and Directors

Section 1. Mandatory Indemnification.

(a) Except as provided below, the Corporation shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), each officer and director of the Corporation (including the heirs, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties and fines) and costs, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan).

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in Section 3 of this Article, (i) the Corporation shall indemnify a person entitled to indemnification under Section 1(a) in connection with a Proceeding (or part thereof) initiated by an indemnified person only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation within 60 days after receipt of notice thereof from the indemnified person and (ii) the Corporation shall not be required to indemnify or advance costs to any director or officer (or such person's heirs, executors, administrators or estate) in an action in which such person is an adverse party to the Corporation.

Section 2. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1(a) of this Article in defending a Proceeding may be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the indemnified person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part thereof) initiated by such person (except a Proceeding authorized by Section 3 of this Article), the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the

Corporation within 60 days after receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this Article shall not be obligated to repay pursuant to the Undertaking until the final determination of (a) the pending Proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking. The Board of Directors may, upon approval of the indemnified person, authorize the Corporation's counsel to represent the person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding.

Section 3. Procedure For Indemnification. Any indemnification or advance under this Article shall be made promptly, and in any event within 60 days after delivery of the written request of the director or officer. The right to indemnification or advances as granted by this Article shall be enforceable by the director or officer in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the 60-day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither the failure of the Corporation to have made a determination prior to the commencement of the action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor the fact that there has been an actual determination by the Corporation that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 4. Survival of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any statute, agreement, vote of stockholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the person's capacity as an officer or director and as to actions in another capacity while still an officer or director, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the estate, heirs, beneficiaries, executors and administrators of such a person. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each director and officer of the Corporation described in Section 1 of this Article who serves or served as such at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such director or officer or the obligations of the Corporation arising hereunder for claims relating

to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of agents of the Corporation and for such other indemnification of the directors and officers of the Corporation as it deems appropriate.

Section 5. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan), against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the applicable provisions of the Florida Business Corporation Act.

Section 6. Savings Clause. If this Article or any portion is invalidated or held to be unenforceable on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director and officer of the Corporation described in Section 1 of this Article to the fullest extent permitted by all applicable portions of this Article that have not been invalidated or adjudicated unenforceable, and as permitted by applicable law.

The incorporator executed these Articles of Incorporation the 8th day of August, 2000.

Kim A. Hines

Kim A. Hines, Esq.

**CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS
OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Name of Corporation: CollectingDreams.com Inc.

Name and Office
Address of
Registered Agent:

Kim A. Hines, Esq.
c/o Steel Hector & Davis LLP
1900 Phillips Point West
777 South Flagler Drive
West Palm Beach, FL 33401

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TALLAHASSEE, FLORIDA

I agree to act as initial registered agent to accept service of process for the corporation named above at the place designated in this certificate. I agree to comply with Section 607.0505, Florida Statutes, and all other statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.

Kim A. Hines
Kim A. Hines, Esq.

Dated: August 8, 2000