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FEINBERG & ASSOCIATES
ATTORNEYS AT LAW

Richard J. Feinberg, Esq.
Lee N. Feinberg, Esq.

August 3, 2000

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

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-08/08/00-01022-004
*****78.75 *****78.75

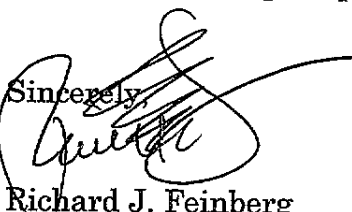
RE: Memories and Legends, Inc.

Dear Sir or Madame;

Enclosed, please find the original articles of incorporation for the above-referenced corporation along with my firm's check in the amount of \$78.75. Please forward the certified copy of the articles to my attention at your earliest possible convenience.

I appreciate your prompt attention in filing these articles.

Sincerely,


Richard J. Feinberg

enclosure

RJF/dlf

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG -8 AM 8:10

FILED

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7300 WEST McNAB ROAD, SUITE 218, TAMARAC, FLORIDA 33321 (954) 721-6004

**ARTICLES OF INCORPORATION
OF
MEMORIES AND LEGENDS, INC.**

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00 AUG -8 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is MEMORIES AND LEGENDS, INC.

**ARTICLE II
DURATION**

This corporation has perpetual existence unless otherwise specified in the Articles of Incorporation.

**ARTICLE III
CORPORATION PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida, and more specifically the business of buying and selling sports and celebrity memorabilia and collectibles.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue Five Hundred (500) shares of common stock, with a par value of One Dollar (\$1.00) per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 10097 Cleary Boulevard, Plantation, Florida 33324, and the name of the initial Registered Agent of this corporation is LAWRENCE HIRSCH, 10097 Cleary Boulevard, Plantation, Florida 33324.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

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

Lawrence Hirsch	10097 Cleary Boulevard, Plantation, Florida 33324
Phyllis Hirsch	10097 Cleary Boulevard, Plantation, Florida 33324

ARTICLE VI(A)
INITIAL CORPORATE OFFICERS

The initial corporate officers shall be as follows:

President:	Phyllis Hirsch
Vice President:	Lawrence Hirsch
Secretary:	Phyllis Hirsch
Treasurer:	Lawrence Hirsch

ARTICLE VI(B)
HEALTH INSURANCE

Upon approval, by a majority of the board of directors, the corporation shall be authorized to obtain and maintain health insurance for all members of the Board of Directors.

ARTICLE VII
BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set next to their names:

Lawrence Hirsch	50 Shares
Phyllis Hirsch	50 Shares

Shares held by the initial Shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a written agreement among all of the Shareholders and this corporation.

ARTICLE IX
CUMULATIVE VOTING

At each election for Directors, every Shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X
CALLING FOR SPECIAL MEETINGS

Special meetings of the Shareholders may be called by not less than one tenth (1/10) of the shares entitled to vote.

ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholder of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII
RIGHT OF SHAREHOLDERS TO DISSENT

The Shareholders of this corporation shall have the right to dissent from any corporate actions from which Shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the Shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than two-thousand (2,000) Shareholders.

ARTICLE XIII
INITIAL PRINCIPAL CORPORATE OFFICE AND ADDRESS

The initial corporation's principal office shall be located at 10097 Cleary Boulevard, Plantation, Florida, and the initial mailing address of the corporation shall be 10097 Cleary Boulevard, Plantation, Florida 33324.

ARTICLE XIV
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XV
INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE XVI
INCORPORATORS

The initial subscribers to this corporation are Lawrence Hirsch and Phyllis Hirsch.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this the 2nd day of August, 2000.



LAWRENCE HIRSCH



PHYLLIS HIRSCH

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

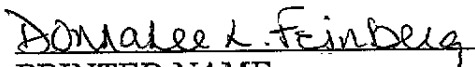
BEFORE ME, the undersigned authority authorized to take acknowledgments, personally appeared LAWRENCE HIRSCH and PHYLLIS HIRSCH to me well known, and acknowledged before me that they executed the foregoing as their act and deed.

SWORN TO and SUBSCRIBED before me this 2nd day of August, 2000.



Donnalee L. Feinberg
Commission # CC 943933
Expires July 17, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY PUBLIC



PRINTED NAME

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of MEMORIES AND LEGENDS, INC., Florida corporation located at 10097 Cleary Boulevard, Plantation, Florida, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office for service of process.


LAWRENCE HIRSCH

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority authorized to take acknowledgments, personally appeared LAWRENCE HIRSCH to me well known, and acknowledged before me that he executed the foregoing as his act and deed.

SWORN TO and SUBSCRIBED before me this 22 day of August, 2000.



Donna Lee L. Feinberg
Commission # CC 943933
Expires July 17, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY PUBLIC

Donna Lee L. Feinberg
PRINTED NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED