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JAMES D. O'DONNELL  
RENEE D. GROSSE

LEE MARINELLI \*  
OF COUNSEL  
\* ADMITTED IN WASHINGTON D.C.  
VIRGINIA & TENNESSEE ONLY

December 20, 2000

*RDG/000000162*

Secretary of State  
Division of Corporation  
The Capitol  
Tallahassee, Florida 32301

Re: KRISTIE'S KOLLECTIBLES, INC.

200003512002--9  
-12/22/00 --01088--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-referenced company. Please file and return one certified copy of the corporate charter to us.

A check in the amount of \$78.75 is enclosed for the following:

1. Filing Fees	\$35.00
2. Registered Agent Fee	35.00
3. Certified Copy of Corporate Charter	<u>8.75</u>
TOTAL	<u>\$78.75</u>

Should you have any questions in this regard, please contact our office.

Sincerely yours,

*Renee D. Grosse*  
Renee D. Grosse

RDG/tlw

Enclosures  
/as stated

c:\wp\pape\kollect.sta

*[Signature]*

FILED  
00 DEC 22 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**KRISTIE'S KOLLECTIBLES**

**FILED**  
00 DEC 22 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida to begin business immediately.

**ARTICLE I.**  
**NAME**

The name of this corporation is: **KRISTIE'S KOLLECTIBLES, INC.**

**ARTICLE II.**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: To engage in any business or activity permitted under the laws of the United States and of this state, including the purchase, sale and distribution of antiques and collectibles.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such

stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted in this type of corporation under Florida law, and all powers subsequently authorized or granted by law to provide corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

**ARTICLE III.**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of voting Common Stock of par value of \$1.00 per share.

**ARTICLE IV.**  
**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$500.

**ARTICLE V.**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI.**

**ADDRESS**

The initial address of the principal office of this corporation in the State of Florida is 3877 Brampton Island Court North, Jacksonville, Florida 32224. The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE VII.**

**DIRECTORS**

This corporation shall have two (2) Directors, initially. The number of Directors may be increased from time to time by by-laws adopted by the Stockholders, but shall never be less than one.

**ARTICLE VIII.**

**INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Fred Pape	3877 Brampton Island Court North Jacksonville, Florida 32224
Kristie Pape	3877 Brampton Island Court North Jacksonville, Florida 32224

**ARTICLE IX.**  
**SUBSCRIBERS**

The name and post office addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Fred Pape	3877 Brampton Island Court North Jacksonville, Florida 32224
Kristie Pape	3877 Brampton Island Court North Jacksonville, Florida 32224

**ARTICLE X.**  
**REGISTERED AGENT**

The name of the initial registered agent of this corporation upon whom service of process may be made is James D. O'Donnell, whose address is 1648 Osceola Street, Jacksonville, Florida 32204.

I hereby accept the designation of Registered Agent.

  
JAMES D. O'DONNELL

FILED  
00 DEC 22 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE XI.**  
**AMENDMENT**

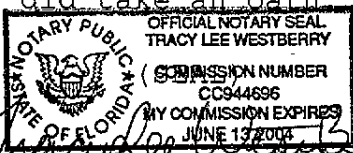
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote hereon.

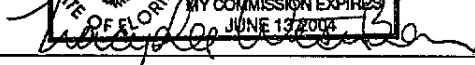
  
KRISTIE PAPE

  
FRED PAPE

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20<sup>TH</sup> day of DECEMBER 2000, by KRISTIE PAPE and T. FRED PAPE who are personally known to me (or who have produced \_\_\_\_\_ as identification) and who did take an oath



  
Signature of Notary Public

TRACY LEE WESTBERRY  
Printed Name

c:\wp\Pape\Articles.Inc