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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

HOMELAND COLLECTIBLES, INC.

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ARTICLES OF INCORPORATIONOFHOMELAND COLLECTIBLES, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation" is Homeland Collectibles, Inc.

SECOND: The street address, wherever located, of the principal office of the Corporation is 158 N.W. 16th Street, Boca Raton, Florida 33432.

THIRD: The number of shares that the Corporation is authorized to issue is 100, all of which are without par value and are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 158 N.W. 16th Street, Boca Raton, Florida 33432. The name of the initial registered agent of the Corporation at the said registered office is Stanley Tractenberg. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

NAMEADDRESS

Richard H. Koby, Esq.

Hartman & Craven LLP
460 Park Avenue
New York, NY 10022

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SIXTH: The purposes for which the Corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act. To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

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SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on November 13, 2001


Richard H. Koby, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Stanley Tractenberg

Date: November 13 2001

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