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\* JOHN F. MCGUIRE, ESQ.  
ELYSE M. MCGUIRE, ESQ.  
\*\*JOHN A. SMITTEN, ESQ.  
J. JASON BANGOS, ESQ.

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A Professional Association

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\* ALSO LICENSED IN MICHIGAN  
\*\*ALSO LICENSED IN NEW YORK

July 10, 2002

200006461152--6  
-07/17/02--01017--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

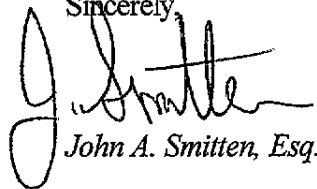
State of Florida Dept. of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Austin Collectibles, Inc.

To Whom It May Concern:

Enclosed please find my client's articles of incorporation and filing fee of \$78.75. Please return a certified copy of the articles, using the enclosed envelope. Thank You.

Sincerely,

  
John A. Smitten, Esq.

JAS:jp  
Enc.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION  
OF  
AUSTIN COLLECTIBLES, INC.**

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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.

ARTICLE I NAME

The name of the corporation shall be:

**AUSTIN COLLECTIBLES, INC.**

The principal place of business of this corporation shall be 1173 N.E. Cleveland Street, Clearwater, Florida 33756.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1173 N.E. Cleveland Street, Clearwater, Florida 33756, and the name of the initial registered agent of the corporation at that address is Patricia Austin.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

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STATE  
SECRETARY OF  
TALLAHASSEE, FLORIDA  
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ARTICLE VII DIRECTORS

The number of directors constituting the initial Board of Directors shall be one, and the names and addresses of the persons who are to serve as members are as follows:

Patricia Austin  
1173 N.E. Cleveland Street  
Clearwater, FL 33756

ARTICLE VIII INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

Patricia Austin  
1173 N.E. Cleveland Street  
Clearwater, FL 33756

*IN WITNESS WHEREOF*, we, the undersigned incorporators and authorized agents of ARCH, INC. hereunto set our hand and seal on this 19th day of June, 2002.

By:   
Patricia Austin

**DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE**

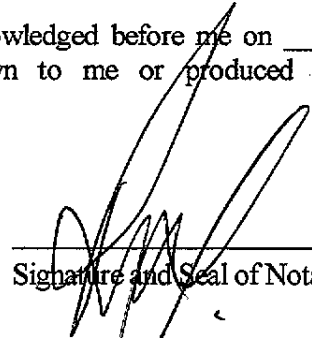
The initial Registered Agent is Patricia Austin, 1173 N.E. Cleveland Street, Clearwater, Florida 33756. By her signature below, he hereby accepts.

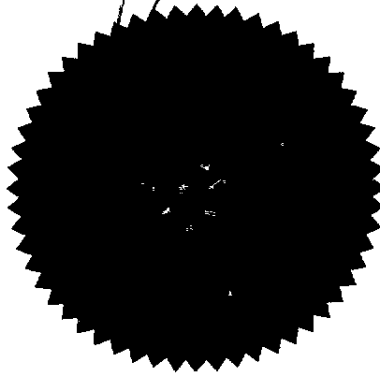
  
\_\_\_\_\_  
Patricia Austin

**STATE OF FLORIDA**  
**COUNTY OF ~~PINELLAS~~**

The foregoing instrument was acknowledged before me on 19th June 2002, by Patricia Austin, who is personally known to me or produced HETL PASSPORT as identification.

**EDWARD MEERE**  
**ST. PAULS CHAMBERS**  
**DE HATHERTON ROAD**  
**WILKALL WS1 1XS**  
**EXECUTOR EMPOWERED**  
**BY THE MASTER OF THE**  
**NOTARY PUBLIC**

  
\_\_\_\_\_  
Signature and Seal of Notary Public



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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