

**Electronic Articles of Incorporation
For**

**P02000124944
FILED
November 22, 2002
Sec. Of State**

RED BEARDS COLLECTIBLES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

RED BEARDS COLLECTIBLES, INC.

Article II

The principal place of business address:

162 SAINT GEORGE STREET
SUITE 28
ST. AUGUSTINE, FL. 32084

The mailing address of the corporation is:

117 ADELA STREET
ST. AUGUSTINE, FL. 32086

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

5000

Article V

The name and Florida street address of the registered agent is:

KENNETH R KRESGE
1200 PLANTATION ISLAND DRIVE
SUITE 230
ST. AUGUSTINE, FL. 32080

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: KENNETH R. KRESGE

Article VI

The name and address of the incorporator is:

ROBERT R. WILLIAMS
117 ADELA STREET
ST. AUGUSTINE, FL 32086

Incorporator Signature: ROBERT R. WILLIAMS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ROBERT R WILLIAMS
117 ADELA STREET
ST. AUGUSTINE, FL. 32086

Title: VP
VICTOR R WILLIAMS
205 CHICHI PLACE
ST. AUGUSTINE, FL. 32086