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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

COLLECTIBLES DISTRIBUTORS, INC.

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ARTICLES OF INCORPORATION

OF

COLLECTIBLES DISTRIBUTORS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges, and files with the Department of State the following Articles of Incorporation.

ARTICLE - I

The name of this corporation shall be COLLECTIBLES DISTRIBUTORS, INC.

ARTICLE II - COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business or mailing address of this corporation shall be :

5420 S.W. 63 AVENUE
MIAMI, FLORIDA 33155

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

Keith L. Brandon,
Attorney at law
Florida Bar Number 324965
5825 Sunset Drive, Suite 304
South Miami, FL 33143-5222 Telephone: (305) 662-1083

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ARTICLE V - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000) shares all of which shall be Common Shares having no par value. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation herein authorized, whether issued within six months from the date of incorporation or subsequently issued, that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII - INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation shall be:

5420 S.W. 63 AVENUE
MIAMI, FLORIDA 33155

and the initial registered agent of this corporation at such office shall be AVI ROSENTHAL who, upon accepting this designation agrees to comply with the provisions of Sections 48.091, and 607.0505, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The name and street address of the director constituting the initial Board of Directors of the corporation are:

AVI ROSENTHAL
5420 S.W. 63 AVENUE
MIAMI, FLORIDA 33155

The member of the initial Board of Directors shall hold office for the first year of the corporation's existence or until his successors are elected or appointed and qualified.

ARTICLE IX - OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation's existence or until his successors are elected, are:

President/Secretary/Treasurer AVI ROSENTHAL
5420 S.W. 63 AVENUE
MIAMI, FLORIDA 33155

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are :

AVI ROSENTHAL
5420 S.W. 63 AVENUE
MIAMI, FLORIDA 33155

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify its directors, officers, and agents to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto; in the manner now or hereafter prescribed by the laws of the State of Florida and all rights herein conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation this 18th day of March, 2003.

Avi Rosenthal

AVI ROSENTHAL, Incorporator

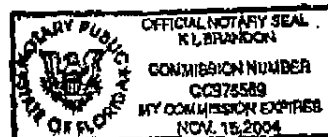
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared AVI ROSENTHAL, who is personally known to me, and he acknowledged to and before me that he executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of March, 2003.

K. L. Brandon

Notary Public, State of Florida
Printed Name: K. L. Brandon
My Commission expires: Nov. 15, 2004



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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR COLLECTIBLES DISTRIBUTORS, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Avi Rosenthal
AVI ROSENTHAL
Registered Agent
March 18, 2003.

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