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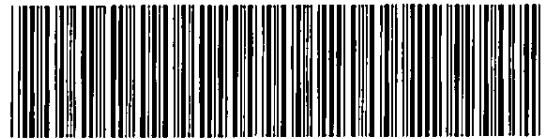
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# Articles of Incorporation of Collectorama, Inc.

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The undersigned person does hereby file these Articles to be compliant with Title 607 of the Florida Statutes under the laws of the State of Florida, by and under the provisions of said laws regulating the formation, operation and amendments of corporations for profit.

## ARTICLE I

### NAME and ADDRESS:

The name of the corporation shall continue to be known as, **Collectorama, Inc.**

The address of this corporation is:

**Collectorama, Inc.,  
219 Commercial Blvd.,  
Lauderdale by the Sea, Florida 33308**

## ARTICLE II

### DURATION:

This corporation shall have perpetual existence which commenced on the date of filing of the original Articles of Incorporation, in the office of the Secretary of State for the State of Florida.

## ARTICLE III

### NATURE:

The general nature of the business to be transacted by this corporation shall be as follows:

**Specific:** Buying, selling and showing collectibles of all types.

**General:** To transact any and all lawful business for which corporations may be incorporated and utilized under the laws of the State of Florida. To do all acts and things convenient or expedient to carry out the purposes for which this corporation was formed. To purchase, subscribe for or otherwise acquire and own, hold, use, sell, assign, transfer, import, export, mortgage, pledge, exchange or otherwise dispose of real property and personal property of every kind, nature and description and to act as an organizer in shows, buying and selling rare collectibles of all sorts.

## ARTICLE IV

### CAPITAL STOCK

The amount of paid in capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, to be paid either in cash, merchandise, real estate, machinery or services as may be determined by the Board of Directors. The maximum shares of stock that this corporation is authorized to have at any time is Five Hundred (500.00) shares of common stock having a par value of One (\$1.00) Dollar per share with voting power of one vote for each share of stock at all meetings of the stockholders.

## ARTICLE V

### RIGHTS UPON DISSOLUTION OR LIQUIDATION

In the event of any voluntary or involuntary liquidation, dissolution or winding down of the corporation, the assets of this corporation shall be payable to and distributed among the holders of record of the common stock.

## ARTICLE VI

### VOTING RIGHTS

Except as provided by law, the entire voting power of the shareholders for all purposes shall be vested exclusively in the holders of the outstanding common shares.

## ARTICLE VII

### INITIAL REGISTERED AGENT AND AGENTS ADDRESS

The street address of the present registered agent and office of this corporation and the name of the registered agent of same is:

**Brian R. Kuszmar**  
**219 Commercial Blvd.,**  
**Lauderdale by the Sea, Florida 33308**

## ARTICLE VIII

### OFFICERS:

The business of this corporation shall be conducted by a president and a secretary and by a board of directors. Any of the said offices may be held by one and the same person. Any one of the directors may hold one of the offices listed therein. Until the first meeting of the shareholders, electing and qualifying new officers, the business of this corporation shall be transacted by the following named officers, together with the after named Board of Directors:

#### President:

**Brian R. Kuszmar**  
**219 Commercial Blvd.,**  
**Lauderdale by the Sea, Florida 33308**

#### Secretary:

**Brian R. Kuszmar**  
**219 Commercial Blvd.,**  
**Lauderdale by the Sea, Florida 33308**

## ARTICLE IX

### THE BOARD OF DIRECTORS:

This corporation shall have One (1) director initially. The number of directors may be either increased or decreased from time to time by the By-laws, but never less than one (1). The name and address of the new board of directors, who is/are subject to the provisions of these Articles of Incorporation, By-laws and laws of the State of Florida, from the date of the Articles of Incorporation, or until his or her successor is duly elected and qualified, is:

Brian R. Kuszmar Director  
219 Commercial Blvd.,  
Lauderdale by the Sea, Florida 33308

## ARTICLE X

### PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS:

**Changes in capital stock:** In respect to the capital stock of this corporation, as provided for in previous Article or Articles, no further classes of stock shall be created and no additional stock shall be authorized, except upon unanimous vote or unanimous written consent of all of the subscribers of this corporation.

**Pre-emptive Rights:** The holders of the common stock of this corporation, shall have the right to purchase at such time and upon such terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation, as may be authorized from time to time, in addition to the 10,000 shares of common stock authorized in these Articles of Incorporation. Such pre-emptive rights shall be exercised in the ratio which the number of shares held by each stockholder bears to the total number of shares outstanding.

**Restrictions of Transfer of Stock:** The corporation may in its By-laws or the shareholders may by unanimous agreement, impose restrictions on the transfer of shares of this corporation, and such restrictions may include the right of this corporation to purchase the stock from the estate of a deceased stockholder, provided however, that such restrictions or provisions in the By-laws to be effective shall require the approval of all stockholders at the time of adoption, and further, clear reference to any such restriction or provision shall be typed or printed on each certificate of stock issued by this corporation.

**Specific Powers of the Board of Directors:** In addition to any powers conferred upon the board of directors elsewhere in these Articles, the By-laws and the laws of the State of Florida, the board of directors is expressly authorized and empowered:

- A. To conduct itself as a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code of 1954. It is authorized to, and shall adopt immediately, upon the filing of these Articles, a resolution adopting a plan to issue Section 1244 stock as defined in the Internal Revenue Code and Treasury Regulations thereunder.
- B. To offer and sell shares of common stock of the corporation in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code of the U. S. as it now exists.

**The Validity of Actions by the Directors and Shareholders:** Any resolution of the board of directors shall be effective and valid when reduced to writing and signed by all of the directors. A resolution of the board of directors or by all of the stockholders is valid as though the meeting of the directors or stockholders had been held and proper notice as required by law given and the resolution was duly adopted.

**Actions by directors without a meeting:** The directors of this corporation may take action by written consent, without a meeting as provided by the laws of Florida.

**Officer and Director Indemnification:** This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**By-laws:** The power to adopt, alter, amend or repeal the By-laws of this corporation shall be vested in the board of directors.

**Director Compensation:** The shareholders of this corporation shall fix and have the authority to fix compensation of directors of this corporation.

**Management of this Corporation:** All corporate powers shall be exercised by or under the authority of the board of directors of this corporation, and the business affairs of this corporation shall be managed by a president and secretary under the direction of the board of directors.

**Transactions by Officers and Directors:** In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association or corporation, shall be wholly or partially invalidated or otherwise affected by the fact that one or more directors of this corporation are, or become directors or officers of such firm, association, or are financially or otherwise interested in such conduct or transaction. This provided however, that said fact of membership or interest shall be known or fully disclosed to a majority of the board of directors of this corporation throughout the duration of such conduct or transaction. Further, such director of this corporation may be counted in duration of such conduct or transaction. Further, such director of this corporation may be counted in determining the existence of a quorum at any meeting at which said contract or transaction shall be authorized or considered, and such director shall have full power to vote on the contract or transaction which shall be authorized or considered.

#### ARTICLE XI

**Amendments:** These Articles of Incorporation may be amended again, from time to time in the manner provided by law. Every amendment shall be approved by the board of directors proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

**THE UNDERSIGNED**, being the new sole officer and director of this corporation, does hereby certify that the following constitutes the proposed Articles of Incorporation of the corporation named herein, and I hereby declare and certify that the foregoing facts are true and correct.

  
Brian R. Ruzmar

President, sole Director, sole Shareholder, & Incorporator:  
219 Commercial Blvd.  
Lauderdale by the Sea, Florida 33308

Certificate designating place of business or domicile for the purpose of service of process within the State of Florida naming agent upon whom service may be made

In compliance with Section 48.091, Florida Statutes the following is submitted:

BE IT KNOWN, that the herein named corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city named herein, has named the undersigned as its agent to accept service of process within Florida:

Corporation **Collectorama, Inc.**

Name and address of Address of incorporator and registered agent:

**Brian R. Kuszmar**  
President: Brian R. Kuszmar  
219 Commercial Blvd.  
Lauderdale by the Sea, Florida 33308

  
Brian R. Kuszmar

President, sole Director, sole Shareholder, & Incorporator

Acceptance:

Date: January 1, 2024

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, 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.

  
Brian R. Kuszmar -

Registered agent

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