

P9500000 4779

Terry Chiappelli
902 Clint Moore Road
Suite 104
Boca Raton, Florida 33487

Division of Corporations
Box 6324
Tallahassee, Florida 32314

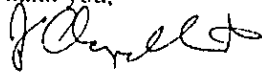
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32314

RE: New incorporation of BTC Sports Collectables, Inc

Dear Sir/Madam:

Enclosed please find original Articles of Incorporation for BTC Sports Collectables, Inc., one copy, Certificate of Registered Agent and Check #1138 for \$122.50. After filing, please return the stamped copy to the above address.

Thank you,



Terry Chiappelli

CS 1/17/95

FILED
1995 JAN 17 PM 12:30
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BTC SPORTS COLLECTABLES, INC.

FILED
1995 JAN 17 PM 12:30
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida

ARTICLE I

The name of the corporation is BTC SPORTS COLLECTABLES, INC.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be 902 Clint Moore Road, Suite 104, Boca Raton, FL 33487

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial director who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Terry Chiappelli
902 Clint Moore Road, Suite 104
Boca Raton, Florida 33487

ARTICLE VII

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These articles of Incorporation may be amended by any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these articles of Incorporation is
Terry Chiappelli
902 Clint Moore Road Suite 104
Boca Raton, Florida 33487

ARTICLE XI

The street address of the initial registered office of the corporation is 902 Clint Moore

road, Suite 104, Boca Raton, FL 33487 and the name of the initial registered agent of the corporation at that address is Terry Chiappelli

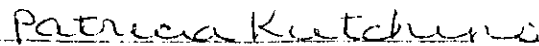
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 9th day of January, 1995


Terry Chiappelli

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority an officer duly authorized to administer oaths and take acknowledgements, personally appeared Terry Chiappelli known to me and known by me to be the person who executed the foregoing Articles of Incorporation and the he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed

WITNESS my hand and official seal this 9th day of January, 1995, Boca Raton, Palm Beach County, Florida.


Notary Public

MY COMMISSION EXPIRES



CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Terry Chiappelli
Registered Agent

Dated: 1/9/95

FILED
1995 JAN 17 PM 12:30
TALLAHASSEE, FLORIDA

P95000004779

5/19/95

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

RE:
COMPANY: BTC SPORTS COLLECTABLES, INC.
DOCUMENT #: P95000004779
EIN #: 65-0549790

TO WHOM IT MAY CONCERN:

PLEASE LET THIS LETTER SERVE AS NOTICE OF A CHANGE OF MAILING
ADDRESS FOR BTC SPORTS COLLECTABLES, INC. THE NEW ADDRESS IS:

BTC SPORTS COLLECTABLES, INC
10097 CLEARY BLVD
SUITE # 236
PLANTATION, FL 33324

PLEASE USE THIS ADDRESS FOR ALL FUTURE CORRESPONDENCE.

Very truly yours;

Terry Chiappelli

Terry Chiappelli
President

305-471-5174

mpc
5-26-95