

P960000/4222

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Collectible ADI Distributors,
Inc. 96 FEB 15 AM 11:22

SECRET, C.O. FEB. STATE DISBURSED
TALLAHASSEE, FLORIDA

Capital Express™
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
() Cert. Copy(s) photo _____
Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S- _____
Fictitious Name File _____

Name Reservation 4000001715554
Annual Report/Reinstatement -02/15/96-01020-012
Reg. Agent Service ***70.00 ***70.00
Document Filing _____

Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____

UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () pgs. _____

SUBTOTALS _____

FEE..... \$ _____
DISBURSED..... \$ _____
SURCHARGE..... \$ _____
TAX on corporate supplies..... \$ _____
SUBTOTAL..... \$ _____
PREPAID..... \$ _____
BALANCE DUE..... \$ _____
..... \$ _____

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME 2/15 CK No. _____
BY gen

WALK-IN 2/15 12:00
Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

COLLECTIBLE DISTRIBUTORS, INC.

FILED

96 FEB 15 AM 11:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned DAVID G. JOHNSON does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

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

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted is for the purpose of marketing collectible memorabilia. The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock with par value of One Dollar (\$1.00).

The initial stockholders shall be DAVID G. JOHNSON, and SHARON L. JOHNSON. Initial stock issued shall be Five Hundred (500) shares to DAVID G. JOHNSON and Five Hundred (500) shares to SHARON L. JOHNSON.

The 1000 shares held by the initial stockholders as listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 1266 S. Pinellas Avenue, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this corporation at that address is DAVID P. FOLKENFLIK, ESQ.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

OFFICERS OF THE CORPORATION

The officers of the corporation shall be DAVID G. JOHNSON, President, and SHARON L. JOHNSON, Secretary.

ARTICLE VIII

INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation are:


DAVID G. JOHNSON

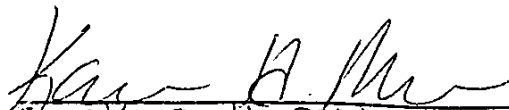
2884 Montrose Lane
Clearwater, FL 34621

STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 14th day of February, 1996, by DAVID G. JOHNSON, who is personally known to me or who has produced () a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; () a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; () a U.S. Military I.D.; () a Canadian or Mexican Driver's License issued by an official agency; () for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who did not take an oath.



KAREN H. MICKIFF
MY COMMISSION # CC367037 EXPIRES
April 25, 1998
BOUNDED THRU TROY FARM INSURANCE, INC.


Name: Karen H. Mickiff
Notary Public-State of Florida
Commission No.:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

NOTED 15 APR 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COLLECTIBLE DISTRIBUTORS, INC., desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at the City of Tarpon Springs, State
of Florida, has named David P. Folkenflik, Esq., located at 1266
S. Pinellas Avenue, Tarpon Springs, Florida 34689 as its agent to
accept service of process within Florida.

SIGNATURE: 

TITLE: INCORPORATOR

DATE: 14 Feb. 1996

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


DAVID P. FOLKENFLIK, ESQ.

Feb 14, 1996
Date