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RANDOLPH H. STRAUSS, P.A.
ATTORNEY AT LAW

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February 29, 1996

Secretary of State
DIVISION OF CORPORATIONS
PO Box 6327
Tallahassee, FL 32314

Re: Forbidden Planet Collectibles, Inc.

Dear Sir/Madam:

000001730790
-03/04/96--01070--017
*****70.00 *****70.00

Enclosed please find an original and one copy of Articles of Incorporation with regard to the above-named new corporation. Also enclosed is a check in the amount of \$70.00 representing your filing fees for same.

Please file the Articles of Incorporation and return a conformed copy to me in the envelope provided.

Very truly yours,


Randolph H. Strauss

RHS/tlk
Enclosures

FILED
96 MAR -4 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


3/6/96

ARTICLES OF INCORPORATION

OF

FORBIDDEN PLANET COLLECTIBLES, INC.

FILED

96 MAR -6 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for that purpose, hereby certify, declare and set forth as follows, to wit;

ARTICLE I

NAME

The name of the corporation shall be:

FORBIDDEN PLANET COLLECTIBLES, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be One Hundred Shares (100) at \$1.00 per share par value.

All of said stock shall be payable in cash, property, real or

personal, labor or services in lieu of cash, at a just valuation to be fixed by the stockholders of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be One Hundred Dollars (\$100.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 307 South State Road 7, Plantation, Florida, 33324 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's registered agent is RANDOLPH H. STRAUSS, P.A., 2625 N.E. 14th Avenue, Suite 100, Ft. Lauderdale, FL, 33334.

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and addresses of the first directors and officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
JOSEPH MOTES	307 So. State Rd. 7 Plantation, FL	President/Secretary
GREGORY STRAUSS	307 So. State Rd. 7 Plantation, FL	V. President/Treasurer

This corporation shall have at least one, but not more than four directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE IX

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of stock each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
GREGORY STRAUSS	307 So. State Rd. 7 Plantation, FL	50
JOSEPH MOTES	307 So. State Rd. 7 Plantation, FL	50

ARTICLE X

Shares of stock held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of to this

corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

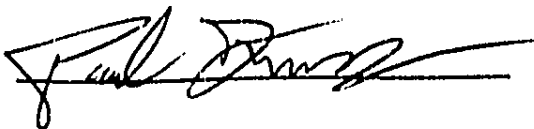
Directors of this corporation shall have the power to make or amend the By-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the Articles of Incorporation herein, for the purpose

of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the fact herein stated are true, this 23 day of February, 1996.

IN THE PRESENCE OF:



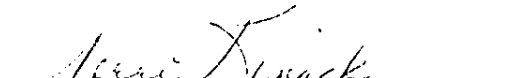

GREGORY STRAUSS


JOSEPH MOTES

STATE OF FLORIDA)
COUNTY OF BROWARD)

I, the undersigned officer, duly authorized to take acknowledgements and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared GREGORY STRAUSS, to me well known to be the individual(s) described herein and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of February, 1996.


Notary Public
State of Florida

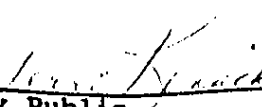
My commission expires:



STATE OF FLORIDA)
COUNTY OF BROWARD)

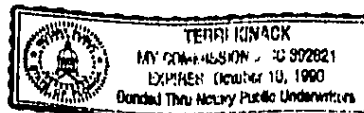
I, the undersigned officer, duly authorized to take acknowledgements and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared JOSEPH MOTES, to me well known to be the individual(s) described herein and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of February, 1996.

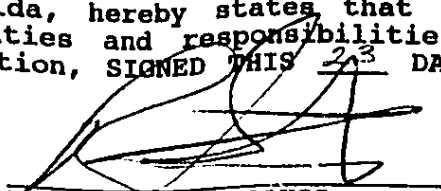


Notary Public
State of Florida

My commission expires:



IN WITNESS WHEREOF, the undersigned being the registered agent to the corporation mentioned above, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of Florida, hereby states that I am familiar with and accept the duties and responsibilities as registered agent for said corporation, SIGNED THIS 23 DAY OF FEBRUARY, 1996.

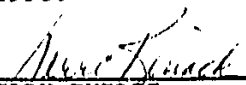


RANDOLPH H. STRAUSS

I, the undersigned officer, duly authorized to take acknowledge and administer oaths in the state of Florida at Large, hereby certify that before me personally appeared RANDOLPH H.

STRAUSS, to me well known to be the individual described herein and who executed the foregoing ACCEPTANCE OF DUTIES OF REGISTERED AGENT for FORBIDDEN PLANET COLLECTIBLES, INC. and he acknowledges he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of FEBRUARY, 1996.



NOTARY PUBLIC
STATE OF FLORIDA

My Commission expires:



FILED
96 MAR -4 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA