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JUNE 18, 1996

D.W. McKinnon, Director  
Division of Corporations  
State of Florida  
The Capitol  
Tallahassee, Florida 32304

800001878038  
-06/27/96--01052--001  
\*\*\*\*245.00 \*\*\*\*122.50

Dear Mr. McKinnon:

Please accept this filing of the original Articles of Incorporation to be known as PREMIER MEMORABILIA & SPORTS INC. also enclosed you will find the following monies:

\$ 35.00 filing  
\$ 52.50 certified copy (to be returned to this office)  
\$ 35.00 Register Agent designation  
\$122.50 TOTAL

Thank you for your assistance in this matter.

Sincerely,

  
Mark S. Solomon

MSS:smb  
Enclosures

6/26/96  
JD

FILED  
95 JUN 26 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PREMIER MEMORABILIA & SPORTS INC.

The undersigned, for the purpose of forming Corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

FILED  
JUN 26 PM 3:34  
CLERK OF DISTRICT COURT  
JULIA A. GORDON

**ARTICLES I - NAME**

The name of the Corporation is PREMIER MEMORABILIA & SPORTS INC.

**ARTICLES II - TERM OF EXISTENCE**

The duration of the Corporation is perpetual.

**ARTICLES III -NATURE OF BUSINESS**

The general purpose of which the Corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLES IV - INITIAL CAPITAL**

The amount of initial capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

**ARTICLES V - CAPITAL STOCK**

The aggregated number of shares which the Corporation is authorized to issue is five hundred (500) shares of Common Stock, and shall have a par value of One Dollar (\$1.00) per share.

Authorized capital stock may be paid for in cash, services of property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

**ARTICLES VI - ADDRESS - AGENT**

The street address of the initial registered office of the Corporation is 9001 WILES RD #3-308, CORAL SPRINGS FLORIDA 33067.

**ARTICLES VII - DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation is one. The name and address of the person who is to serve as the member of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
KEN PEARSON	9001 WILES ROAD #3-308 CORAL SPRINGS FL 33067

**ARTICLES VIII - OFFICERS**

KEN PEARSON	9001 WILES RD#3-308
President, Vice-President	CORAL SPRINGS ,FLORIDA 33067
KEN PEARSON, Secretary and Treasurer	

**ARTICLES IX - INCORPORATORS**

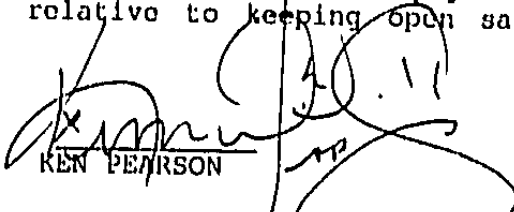
KEN PEARSON	9001 WILES RD #3-308
	CORAL SPRINGS, FLORIDA 33067

**ARTICLES X - BUSINESS ADDRESS**

The principal office of the Corporation shall be located at 9001 WILES RD #3-308 CORAL SPRINGS FL. 33067, but the Corporation may maintain offices and transact business in such places within or without the State of Florida as may, from time to time, be designed by the Board of Directors.

**CKNOWLEDGEMENT OF RESIDENT AGENT**

Having been named to accept service of process for the above stated Corporation, at place designed in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said act relative to keeping open said office.

  
KEN PEARSON

IN WITNESS WHEREOF, I being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of Florida, and accordingly set my hand and seal this 24 day of JUNE 1996


  
KEN PEARSON

STATE OF FLORIDA

COUNTY OF Barnard

BEFORE ME, the undersigned authority in and for said County and State, personally appeared KEN PEARSON is personally known to me/or has produced DR LC as identification, as subscriber and person described herein, and who executed the foregoing Articles of Incorporation, who acknowledged before me, that he did subscribe thereto and did so for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24 day of JUNE 1996.

  
NOTARY PUBLIC

My commission expires:



SANDRA D WIESENER  
My Commission CC444599  
Expires Mar. 12, 1999  
Bonded by ANB  
800.852.5878

CERTIFICATE OF REGISTERED AGENT OR REGISTERED OFFICE  
FOR SERVICE OR PROCESS WITH THE STATE OF FLORIDA

FILED  
JUN 26 PM 2:34  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
FLORIDA

In compliance with Chapter 607-037, Florida Statutes,  
the following is submitted:

PREMIER LAWNS Inc., with its principal place of  
business at 9001 WILES RD #3-308, CORAL SPRINGS, FLORIDA 33067,  
has named KEN PEARSON, located at the above-named address as  
registered agent.

SIGNATURE

KEN PEARSON

DATE

6-24-96

THIS DOCUMENT WAS PREPARED BY:

Mark S. Solomon, Esquire  
901 South Federal Highway, #300  
Fort Lauderdale, Florida 33316  
Telephone: (305) 463-6755  
FLORIDA BAR #287296