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TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 27 AM 10:06

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: GOLD ROSE COLLECTIBLES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 covering the Filing Fee and Certificate.

FROM: ELAINE D. LEFKOWITZ  
8053 MIZNER LANE  
BOCA RATON, FLORIDA 33433  
(561) 488-0622

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D. BROWN OCT - 1 1996

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DIVISION OF CORPORATIONS  
95 SEP 27 AM 10:07

ARTICLES OF INCORPORATION  
OF  
GOLD ROSE COLLECTIBLES, INC.

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ARTICLE I  
NAME

The name of this Corporation is Gold Rose Collectibles, Inc.

ARTICLE II  
OFFICES

The principal office and mailing address of the Corporation in the State of Florida shall be located in 8053 Mizner Lane, Boca Raton, Florida 33433, County of Palm Beach. The Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE III  
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8053 Mizner Lane, Boca Raton, Florida 33433 and the name of the initial registered agent of this Corporation at that address is Elaine D. Lefkowitz.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of the stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the bylaws of the Corporation. The name and address of the initial Director is:

Elaine D. Lefkowitz  
8053 Mizner Lane  
Boca Raton, FL 33433

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

Elaine D. Lefkowitz  
8053 Mizner Lane  
Boca Raton, FL 33433

**ARTICLE VIII  
PRE EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation 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 IX  
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

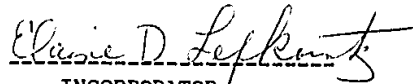
**ARTICLE X  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles Of Incorporation on the date of signing.

Dated: September 26, 1996

Elaine D. Lefkowitz



INCORPORATOR

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE  
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: GOLD ROSE COLLECTIBLES, INC.
2. The name and address of the registered agent and office is:

ELAINE D. LEFKOWITZ

8053 MIZNER LANE

BOCA RATON, FL. 33433

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Elaine D. Lefkowitz  
ELAINE D. LEFKOWITZ

9/26/96  
DATE

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Lefkowitz  
8053 Mizner Lane  
Boca Raton, FL 33433

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 5/16

Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: GOLD ROSE COLLECTIBLES, INC.

SECOND: The articles of incorporation were filed on: SEPTEMBER 27, 1996

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 8<sup>th</sup> day of MAY, 19 97

Signature Elaine D. Lefkowitz  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

ELAINE D. LEFKOWITZ  
(Typed or printed name)

PRESIDENT  
(Title)

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97 MAY 12 PM 12:22  
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TALLAHASSEE, FLORIDA