

STUART S. ROSENTHAL, P.A.

ATTORNEY AT LAW
Admitted to FL and CO Bars

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Stuart S. Rosenthal

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Reply to: Pompano Beach

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

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11/25/96 1:19 PM
11/25/96

Re: **SUNSHINE COLLECTIBLES, INC.**
Our File No. 96-33-7252

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above-captioned corporation. Also enclosed is this firm's check made payable to the Secretary of State, in the amount of One Hundred Twenty Two and 50/100 Dollars (\$122.50), which represents the filing fee and the fee for returning one certified copy of the said Articles of Incorporation to this office.

I trust the foregoing is satisfactory. If you have any questions pertaining thereto, please do not hesitate to contact me.

Very truly yours,

B. A. Callahan
BONNIE ANN CALLAHAN
Legal Assistant to
STUART S. ROSENTHAL

/bac

Enclosures

sunshine/artltr

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SUNSHINE COLLECTIBLES, INC.

ARTICLE I - NAME

The name of this corporation is SUNSHINE COLLECTIBLES, INC.

ARTICLE II - DURATION

This corporation has perpetual existence unless otherwise specified in the Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL OFFICE ADDRESS OF CORPORATION

The street address of this corporation is 555 S.W. 12th Avenue, Suite 101, Pompano Beach, FL 33069-3505.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 555 S.W. 12th Avenue, Suite 101, Pompano Beach, FL 33069-3505 and the name of the initial Registered Agent of this corporation at that address is STUART S. ROSENTHAL, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

NAME	ADDRESS
STUART S. ROSENTHAL	555 S.W. 12th Avenue Suite 101 Pompano Beach, FL 33069-3505

ARTICLE VIII - INCORPORATOR

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

NAME	ADDRESS
STUART S. ROSENTHAL	555 S.W. 12th Avenue Suite 101 Pompano Beach, FL 33069-3505

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - CALLING FOR SPECIAL MEETINGS

Special meetings of shareholders may be called by not less than one-tenth (1/10) of the shares entitled to vote.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XIV - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XV - AMENDMENT

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

ARTICLE XVI - INDEMNIFICATION

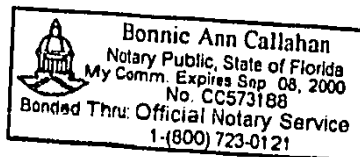
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation, this 21st day of November, 1996.


STUART S. ROSENTHAL

STATE OF FLORIDA)
) S
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 21st day of November, 1996, by STUART S. ROSENTHAL who is personally known to me.




BONNIE ANN CALLAHAN
Notary Public, State of Florida

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

* * * * *

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That SUNSHINE COLLECTIBLES, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, and State of Florida, has named STUART S. ROSENTHAL, ESQUIRE, located at 555 S.W. 12th Avenue, Suite 101, Pompano Beach, FL 33069-3505, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.


STUART S. ROSENTHAL

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TALLAHASSEE FLORIDA