

P97000003226

Charter Number Only

1-7-97

Requestor's Name
Ted Miloch
Address
100 SE 2nd St. #40
Miami, FL 33131
City State ZIP Phone
#530-0050

VALIDATION ONLY

300002050303--0
01/08/97 01/08/97 122.50

CORPORATION(S) NAME

01/08/97 01/045-017

All sports collectibles & memorabilia
Inc.

Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Pick Up	<input type="checkbox"/> Mail Out	

FILED
97 JAN 13 PM 12:49
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -8 AM 10:33
VISION OF CORPORATION

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CERTIFIED COPY



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1997

EMPIRE

MIAMI, FL

SUBJECT: ALLSPORTS COLLECTIBLES & MEMORABILIA, INC.
Ref. Number: W9700000482

We have received your document for ALLSPORTS COLLECTIBLES & MEMORABILIA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 697A00000960

RECEIVED
JAN 15 1997
CORPORATE SERVICES
697A00000960

ARTICLES OF INCORPORATION

OF

ALLSPORTS COLLECTIBLES & MEMORABILIA, INC.

FILED
97 JAN 13 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **ALLSPORTS COLLECTIBLES & MEMORABILIA, INC.**

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage the sale of sports memorabilia, collectibles and merchandise.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having the par value of One Dollar (\$1.00).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE V

ADDRESS

The initial address of the principal office of this corporation is to be 8551 Pasadena Blvd., Pembroke Pines, Florida 33024. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

John Curtis Hibbs
Allsports Collectibles & Merchandise, Inc.
8551 Pasadena Blvd.
Pembroke Pines, FL 33024

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

→ The address of this Corporation's initial registered office →
and the name of this Corporation's initial registered agent is:

Theodore C. Miloch, II, Esq.
100 S. E. Second Street
Suite 4000
Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

John Curtis Hibbs
Allsports Collectibles & Merchandise, Inc.
8551 Pasadena Blvd.
Pembroke Pines, FL 33024

ARTICLE IX

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

INDEMNIFICATION

This Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5 day of January, 1997.


Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

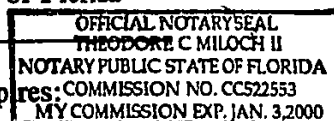
BEFORE ME, the undersigned authority, personally appeared John Kurt Hibbs who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 5 day of January, 1997.


Notary Public, State of Florida

Print Name: _____

My Commission Expires _____



CERTIFICATE OF REGISTERED AGENT


Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That ALLSPORTS COLLECTIBLES & MEMORABILIA, INC., desiring to incorporate under the laws of the State of Florida, has named THEODORE C. MILOCH, II, with an address of 100 S.E. Second Street, Suite 4000, Miami, Florida 33131, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 5 day of January, 1997.


Theodore C. Miloch, II, Registered Agent

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FILED
97 JAN 13 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA