

1/28/97

FLORIDA DIVISION OF CORPORATIONS
ELECTRONIC FILING COVER SHEET

1:49 PM

((H97000001604 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CRARY, BUCHANAN, BONDISH, ET AL
CONTACT: BETTY J DEES
PHONE: (407)287-2600

ACCT#: 076424001425

FAX #: (407)287-0115

NAME: FULL COUNT BASEBALL CARD COMPANY

AUDIT NUMBER.....H97000001604

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-3 FOR HELP ANSI

* FDX * 9600 E71 * LOG CLOSED * PRINT OFF * ON-LINE

FILED

97 JAN 28 AM 11:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5812-160

FILED

**ARTICLES OF INCORPORATION
OF
FULL COUNT BASEBALL CARD COMPANY**

97 JAN 28 AM 11:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE I
NAME**

The name of this corporation shall be:

FULL COUNT BASEBALL CARD COMPANY

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under these Articles of Incorporation shall be:

To buy, sell, distribute, promote and market baseball trading cards, sports memorabilia and collectibles and to engage in any related activity or any other business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV
AUTHORIZED SHARES**

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Lawrence E. Crary, III, Esquire
555 Colorado Avenue
Stuart, FL 34994
561-287-2600
Fla. Bar #: 0250414
Fax Audit Number: H97000001604 2

Fax Audit Number: H97000001604 2

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

F. No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V MAILING ADDRESS

The mailing address of the Corporation is: 450 Sycamore Avenue, Shrewsbury, New Jersey 07702.

ARTICLE VI REGISTERED AGENT

The corporation's initial registered office and initial registered agent at that address shall be:

Lawrence E. Crary III

555 Colorado Avenue, Suite 1
Stuart, Florida 34994

ARTICLE VII INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of two (2) members. Directors need not be stockholders nor residents of the State of Florida.

ARTICLE VIII NAMES AND ADDRESSES OF INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, and until their successors shall have been elected and qualified, are as follows:

John A. Spencer

450 Sycamore Avenue
Shrewsbury, New Jersey 07702

Helen Borden Spencer

450 Sycamore Avenue
Shrewsbury, New Jersey 07702

Lawrence E. Crary, III, Esquire
555 Colorado Avenue
Stuart, FL 34994
561-287-2600
Fla. Bar #: 0250414
Fax Audit Number: H97000001604 2

**ARTICLE IX
INCORPORATOR**

The name and address of the initial incorporator is as follows:

Lawrence E. Crary III

555 Colorado Avenue
Stuart, Florida 34994

**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

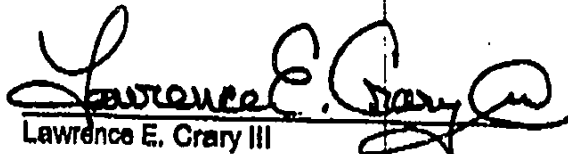
**ARTICLE XI
BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

**ARTICLE XII
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 28th day of January, 1997.


Lawrence E. Crary III

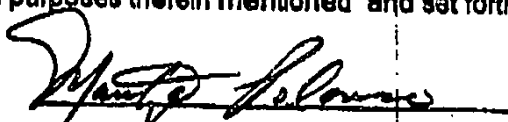
Lawrence E. Crary, III, Esquire
555 Colorado Avenue
Stuart, FL 34994
561-287-2600
Fla. Bar #: 0750414
FAX AUDIT NUMBER: H97000001604 2

FAX AUDIT NUMBER: H97000001604 2

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 28th day of January, 1997 by Lawrence E. Crary III, (PLEASE CHECK ONE OF THE FOLLOWING)
☐ who is personally known to me or ☒ who has produced _____
(TYPE OF IDENTIFICATION) as Identification and who (PLEASE CHECK ONE OF THE FOLLOWING)
☐ did or ☐ did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.


Maritza Polanco (Print Name)
NOTARY PUBLIC
My Commission Expires:

(SEAL)




MARITZA POLANCO
MY COMMISSION & COAGREES EXPIRES
May 4, 1998
BONDED THROUGH TRAVELERS INSURANCE, INC.

Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, FL 34994
Fla. Bar #: 0250414
FAX AUDIT NUMBER: H97000001604 2

FAX AUDIT NUMBER: H97000001604 2

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.


Lawrence E. Crary III
Registered Agent

FILED
97 JAN 28 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, FL 34994
361-287-2600
Fla. Bar #: 0750414
FAX AUDIT NUMBER: H97000001604 2