

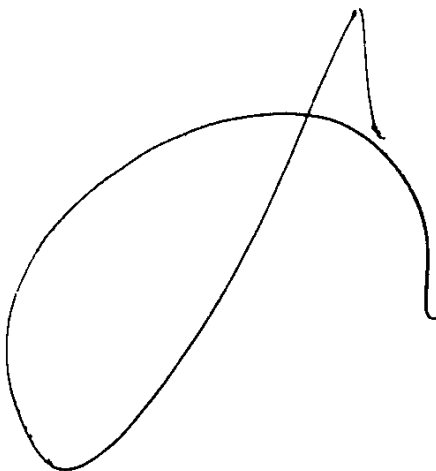
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Enclosed please find the articles of incorporation for
Extrapoint Sports Collectables, Inc. If there are questions
please call Scott Cassidy at (561) 641-2771.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
EXTRAPOINT SPORTS COLLECTABLES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the state of Florida.

Article 1: NAME

The name of the corporation shall be **EXTRAPOINT SPORTS COLLECTABLES, INC**

Article 2: NATURE OF BUSINESS

The nature of the business to be transacted by this corporation shall be as follows:

- a) To conduct business by manufacturing and retailing products.
- b) To provide value added services.
- c) To enter into, make, perform and carry out contracts for any lawful purpose pertaining to the business of the corporation, without limit as to amount, with any person, firm, syndicate, committee, association or corporation, or municipal or governmental board, body, or authority, domestic or foreign, now or hereafter to be organized.
- d) To engage in any and all lawful business or activity.

Article 3: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 7,000 shares of common stock which shall have a par value of \$1.00 per share. Any such stock may be issued and sold in whole or fractional shares, and there may be included in the by-laws of the corporation provisions recognizing pre-emptive rights of the shareholders and having limitations on the issue of or transfer of stock of the corporation. The shareholders of the corporation may agree among themselves, or with the corporation, upon limitation on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part thereof, whether issued or to be issued, or for options for purchase in the event of the sale of the stock issued by the corporation.

Article 4: INITIAL CAPITAL

The amount of capital with which this corporation shall begin shall not be less than One Thousand Dollars.

Article 5: TERMS OF EXISTANCE

This corporation shall have perpetual existence.

Article 6: INITIAL ADDRESS

The initial mailing address and principle place of business of this corporation in the state of Florida shall be 83 Buxton Lane, Lantana, Florida 33462. The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

Article 7: DIRECTORS

The corporation shall have (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but never shall have less than one. The names and mailing addresses of the members who shall serve as the first Board of Directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Scott Cassidy	497 NW 36 th Ave., Deerfield Beach, FL 33462
Jeffrey Noble	12348 SW First Street Coral Springs FL 33071

Article 8: INCORPORATORS

The name and address of the initial incorporator to these articles of incorporation is:

Scott Cassidy
497 NW 36th Ave.,
Deerfield Beach, FL 33442

Article 9: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Scott Cassidy
83 Buxton Lane
Lantana FL 33462

Article 10: SUBSCRIBERS

The names and post office address of each subscriber to these Articles of incorporation, the number of shares each subscribes to, and the consideration therefor are as follows.

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
Scott Cassidy	497 NW 36 th Ave., Deerfield Beach FL 33442	50	\$500.00
Jeffrey Noble	12348 SW First Street Coral Springs FL 33071	50	\$500.00

The subscribers certify that the value of the consideration for the stock subscribed for will not be less than the par value of such stock, and the total of such values will not be less than the amount of capital with which the corporation will begin business as set forth in article 5 above.

Article 11: CONDUCT OF BUSINESS

In furtherance and not in limitation of the powers conferred by statutes, the following specific provisions are made for the regulation of the Business and the conduct of the affairs of the corporation:

- a) Subject to such restriction, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.
 - b) Authorized shares of par value stock may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of such par value stock.
 - c) The initial by-laws may be adopted by the subscribers hereto. Such by-laws may be amended, altered, or repealed only by the stockholders of the corporation by affirmative vote of the holders of a majority of the common stock outstanding, entitled to be voted.
- No such by-laws shall be in conflict with these Articles of incorporation or with any outstanding

prior agreements of the stockholders which appear of record in the minute book or other records of the corporation.

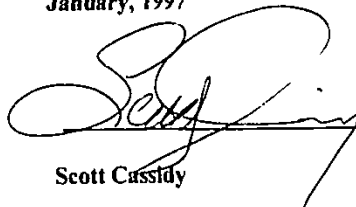
d) The corporation shall have such officers as may from time to time be provided in the

By laws and such officers shall be designated in such manner and shall hold their offices for such time and shall have such powers of duties as may be prescribed by the by-laws, or as may be determined from time to time by the Board of Directors subject to the by-laws.

Articles: EFFECTIVE DATE

These Articles of incorporation may be amended, adopted, altered, changed or repealed by approval by a majority of the Board of Directors, proposed by them to the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of incorporation be made.

IN WITNESS WHEREOF, I have hereunto set out hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the state of Florida this 30 day of January, 1997

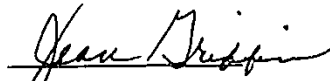


Scott Cassidy

STATE OF FLORIDA COUNTY OF PALM BEACH

BEFORE ME personally appeared SCOTT CASSIDY, to me well known and known to me to be the individual described in and who executed the foregoing Articles of incorporation, and having shown to me identification in the form of NYDL 546172039, and acknowledged that he executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the county and state named above this 30 day of January 1997.



Notary Public, State of Florida

My commission expires:



JEAN GRIFFIN
MY COMMISSION # CC451203 EXPIRES
April 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

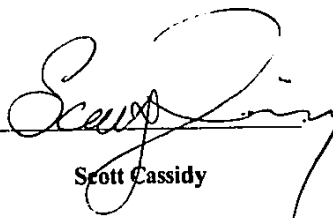
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of chapter 48.091, Florida statutes, the following is submitted in compliance with said act:

First- That **EXTRAPOINT COLLECTABLES, 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 Lantana, county of Palm Beach, State of Florida has named Scott Cassidy, located at 83 Buxton Lane, Lantana FL 33462 as its agent to accept service of process within this state.

Acknowledgment:

Having been named to accept service of process for the above state corporation, at 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.


Scott Cassidy

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TALLAHASSEE FLORIDA