

P97000066538

July 23, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32399

RE: New Corporation

100002252721--1
-07/30/97--01083--002
****122.50 ****122.50

Dear Gentlemen/Ladies:

Enclosed please find documents for new "certificate of incorporation" for processing.

Also enclosed is a check in the amount of \$122.50 for processing and certificate.

Thank you very much for your attention and time to our request.

Sincerely,


Todd Kaye
for: "T.J.'s Collectibles, Inc."

FROM	
5773 COLLINS AVE	
TALLAHASSEE, FL 32399	
RUBIN	

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97 JUL 30 AM 8:56
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

bm 8/1/97

CERTIFICATE OF INCORPORATION
OF
T.J.'s COLLECTIBLES, INC.

I, the undersigned being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the Corporation Shall Be:

T.J.'s COLLECTIBLES, INC.

ARTICLE II

The general nature of the business and the objects and purpose to be transacted and carried on are to engage in and of any and all activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1000) shares at \$.50 par value, to be issued under a plan adopted under IRS Section 1244.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgement of this Certificate of Incorporation.

ARTICLE V

The initial street address of said corporation shall be at 4896 Bocaire Blvd, Boca Raton, Florida 33487 with the privilege of having it's office and branch offices at other places within or without the State of Florida.

ARTICLE VI

The number of Directors of this Corporation shall be not less than one (1) nor more than seven (7). The Corporation shall initially have five (5) Directors.

ARTICLE VII

The Corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the Corporation shall be managed by the stockholders. If the Corporation is managed by Directors, the exact number of Directors shall be determined by the Stockholders from time to time, but at no time shall there be less than one (1) Director. At no time shall the Corporation be managed by the stockholders unless there is at least one (1) stockholder.

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IN CLERK'S OFFICE
TALLAHASSEE, FLORIDA

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ARTICLE VIII

Any restrictions imposed by the Corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares to which the restriction applies.

ARTICLE IX

The names and addresses of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are elected shall be:

NAME	ADDRESS
Todd J. Kaye	4896 Bocaire Boulevard, Boca Raton, Fl. 33487
Alan Kaye	4896 Bocaire Boulevard, Boca Raton, Fl. 33487
Minnette Kaye	4896 Bocaire Boulevard, Boca Raton, Fl. 33487
David A. Dybas	5775 Collins Avenue, Miami Beach, Fl. 33140
Robin K. Dybas	5775 Collins Avenue, Miami Beach, Fl. 33140

ARTICLE X

The name and post office address of the subscriber and Incorporator is:

Todd J. Kaye	4896 Bocaire Boulevard, Boca Raton, Fl. 33487
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The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

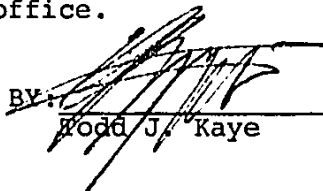
ARTICLE XI

These articles may be amended, provided every Amendment is approved by a majority of the Board of Directors and Stockholders. The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or subscribers, or who at the request of the Board of Directors or Stockholders of the Corporation in which the Corporation at such time may own share of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns; against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of an claim, action, suit or proceeding in which they, or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other Corporation, except in relation to matters as to which any such Directors or Officer shall be adjudged in any action, suit or proceeding to be liable for his or her own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights, to which the indemnification may be entitled under any law, or be law-agreement, vote of Stockholders or otherwise. The private property of the stockholders shall not be subject to the payment of Corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the Corporation of such members of the Corporation.

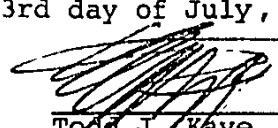
ARTICLE XII

The registered agent to accept service of process within this State for said Corporation shall be Todd J. Kaye. The registered office is located at: 4896 Bocaire Boulevard, Boca Raton, Fl. 33487

Having been named to accept service of process for the above stated Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 
Todd J. Kaye

IN WITNESS WHEREOF, I the undersigned, being the original subscriber to the capital stock hereinabove named and the Incorporator, for the purposes of forming a Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 23rd day of July, 1997.


Todd J. Kaye

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

BEFORE ME, the undersigned authority, personally appeared, Todd J. Kaye, to me well known and known to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who has acknowledged before me that he has executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND OFFICIAL SEAL AT BOCA RATON, FLORIDA, THIS 23 day of JULY, 1997.


My Commission Expires:




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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business Or Domicile For the
Service of Process Within This State, Naming Agent Upon Whom
Process May Be Served

The following is submitted, in compliance
with Chapter 48 091, Florida Statutes

First that T.J.'s COLLECTIBLES, INC. desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business in the City of Boca Raton, Palm Beach County,
State of Florida, has named Todd J. Kaye located at 4896 Bocaire
Boulevard, City of Boca Raton, State of Florida, as its agent to
accept services of process within Florida.


Signature: 

Corporate Officer
Todd J. Kaye

Title: President

Date: July 23, 1997

Having been named to accept service of Process for the above
stated Corporation, at the place designated in the certificate;
I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties, to wit: Sections 607.034
and 607.037 of the Florida Statutes.

Signature: 

Todd J. Kaye

Date: 7-23-97

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97 JUL 30 AM 8:56
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA