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ROBERT B. MAGOLNICK  
9217 RAMBLEWOOD DRIVE  
APARTMENT 934  
CORAL SPRINGS, FL 33071

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP -8 PM 12:40

September 2, 1997

Secretary of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, FL 32399

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-09/08/97--01125--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **B&P Collectibles, Inc.**

Dear Sir or Madam:

I have enclosed the Articles of Incorporation for B&P Collectibles, Inc., along with a check in the amount of \$122.50 made payable to the Secretary of State to cover the filing fee and the cost of a certified copy. Once the Articles are filed, kindly send a certified copy to the above address.

If you have any questions, please do not hesitate to contact me.

Sincerely,

*Robert B. Magolnick*

Robert B. Magolnick

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## **ARTICLES OF INCORPORATION**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

B&P COLLECTIBLES, INC.

2. The period of its duration is perpetual.

3. The purpose is to operate a business enterprise as permitted under the laws of the State of Florida and the United States.

4. The corporation shall have authority to issue 100 shares, all of one class, \$.01 par value.

5. The address of its principal place of business is 6137 NW 17th Street, Margate, Florida 33063.

6. The initial registered agent of the corporation is Robert B. Magolnick, 6137 NW 17th Street, Margate, Florida 33063.

7. The number of directors constituting its initial board of directors is (1). The names and addresses of the officers and directors of this corporation, who shall hold office for the first corporate year or until their successors are chosen are:

Robert B. Magolnick  
6137 NW 17th Street  
Margate, FL 33063

President, Secretary, Treasurer and  
Director

8. The name and address of the incorporator is Robert B. Magolnick, 6137 NW 17th Street, Margate, Florida 33063.

9. Preemptive rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be

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fixed by the shareholders, 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).

10. Where shareholder approval is required for any action, each shareholder shall be entitled to vote equal to the number of shares he or she may own. The approval of any action shall require the affirmative vote of not less than fifty-one percent (51%) of all of the issued and outstanding shares.

11. The business and affairs of the Corporation shall be managed by the shareholders and the Board of Directors.

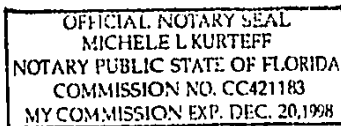
Dated this 2nd day of September, 1997.

  
Robert B. Magolnick

STATE OF FLORIDA  
COUNTY OF BROWARD

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DIVISION OF CORPORATIONS  
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BEFORE ME, the undersigned authority, personally appeared Robert B. Magolnick, personally known to me, and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge that he made and subscribed same for the uses and purposes therein mentioned and set forth.



*Michele L. Kurteff*  
Notary Public, State of Florida

My commission expires:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First--that B&P 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 City of Margate, State of Florida, has named Robert B. Magolnick, 6137 NW 17th Street, Margate, Florida 33063, 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 agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Robert B. Magolnick*  
Robert B. Magolnick