

P 970000 95425



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 592459 9738A

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 70.00

ORDER DATE : November 6, 1997

ORDER TIME : 1:57 PM

ORDER NO. : 592459-005

CUSTOMER NO: 9738A

CUSTOMER: Ms. Simone Argy
RICHARD H. WASSERMAN, ESQUIRE

800002341058--4

Suite 256
420 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: H.J. VISULI COLLECTIBLES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

FILED

97 NOV -6 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN NOV -7 1997

ARTICLES OF INCORPORATION
OF
H.J. VISULI COLLECTIBLES, INC.

FILED
97 NOV -6 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

H.J. VISULI COLLECTIBLES, INC.

The address of the principal office of this corporation shall be East Las Olas Boulevard, Store 811-B, Ft. Lauderdale, Florida 33301 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 420 Lincoln Road, Suite #256, Miami Beach, Florida 33139 and the name of the initial registered agent of the corporation at that address is Richard W. Wasserman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Henry Menahem	East Las Olas Boulevard, Store 811-B
Dir./Pres.	Ft. Lauderdale, Florida 33301

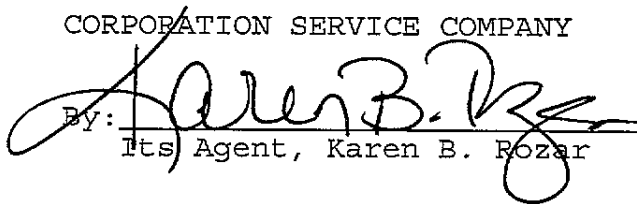
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on November 6, 1997.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

ACG/rww

CERTIFICATE OF
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: H.J. VISULI COLLECTIBLES, INC.

2. The name and address of the registered agent and office are:

RICHARD W. WASSERMAN

(Name)

420 Lincoln Road, Suite #256

(P.O. Box or Mail Drop Box NOT acceptable)

Miami Beach, Florida 33139

(City, State, Zip)

FILED
97 NOV -6 AM 9:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

Date