

P98000010449

*Law Offices*

*Lamont & Neiman, P.A.*

ROBERT S. LAMONT  
JAN S. NEIMAN  
A. STEPHEN KOTLER  
ELLEN BETH BELLET  
GREGORY M. NORDT  
ROBERT L. RUBIN

**Reply To: Miami Office**

MIAMI OFFICE  
ONE BISCAYNE TOWER • SUITE 3550  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 530-9400  
FAX (305) 530-9409

BOCA RATON OFFICE  
980 NORTH FEDERAL HIGHWAY  
SUITE 440  
BOCA RATON, FLORIDA 33432  
(561) 391-1266  
MIAMI LINE (305) 358-5710

January 29, 1998

Secretary of State of Florida  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32301

Federal Express

Re: Articles of Incorporation  
Vest Pocket Numismatics, Inc.

Dear Madam:

Enclosed for filing, please find an original and one copy of Articles of Incorporation for Vest Pocket Numismatics, Inc.

Also enclosed is our cost check for \$122.50.

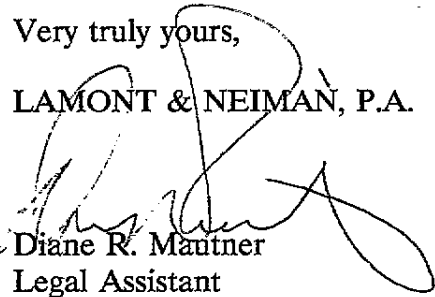
Please return the certified copy of the Articles of Incorporation to the undersigned in the prepared Federal Express envelope enclosed.

Should you have any questions, please contact us.

Thank you.

Very truly yours,

LAMONT & NEIMAN, P.A.

  
Diane R. Mantner  
Legal Assistant  
enc.

c:\drm\rsi\S-S-VstPN1-29-98

FILED  
98 JAN 30 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

400002417384--7  
-01/30/98--01067--012  
\*\*\*122.50 \*\*\*122.50

CB  
2-3-98

**ARTICLES OF INCORPORATION  
OF  
VEST POCKET NUMISMATICS, INC.  
a Florida Corporation**

**FILED**  
98 JAN 30 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

**VEST POCKET NUMISMATICS, INC.**

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV  
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V  
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

**ARTICLE VI**

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

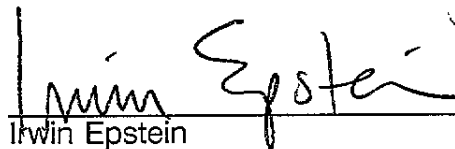
INITIAL REGISTERED AGENT: Irwin Epstein

INITIAL REGISTERED OFFICE: 528 William Street  
Key West, Florida 33040

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

  
Irwin Epstein

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

98 JAN 30 AM 8:54

FILED

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE VIII  
INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

Gail Epstein  
11621 S.W. 124 Court  
Miami, Florida 33186

Irwin Epstein  
528 William Street  
Key West, Florida 33040

**ARTICLE IX  
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X  
PRINCIPAL OFFICE**

The principal office of the corporation is:

528 William Street  
Key West, Florida 33040

**ARTICLE XI  
MAILING ADDRESS**

The mailing address of the corporation is:

P.O. Box 835206  
Miami, Florida 33283

**ARTICLES XII  
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII  
INCORPORATOR**

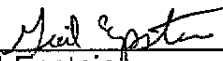
The name and address of the Incorporator executing these Articles of Incorporation is:

Gail Epstein  
11621 S.W. 124 Court  
Miami, Florida 33186

**ARTICLE XIV  
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, I, the Incorporator, have executed these Articles of Incorporation this 26 day of January, 1998.

  
\_\_\_\_\_  
Gail Epstein  
Incorporator