



ACCOUNT NO. : 072100000032

REFERENCE : 773570 4379142

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 8, 1998

ORDER TIME : 11:22 AM

ORDER NO. : 773570-005

CUSTOMER NO: 4379142

CUSTOMER: John L. Boling, Esq
BOLING & MCCART

Suite 700
76 South Laura Street
Jacksonville, FL 32202

400002482714--5

-04/08/98-01070-012

****122.50 ****122.50

DOMESTIC FILING

NAME: JOE'S SPORTS CARDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 PM 2:05

RECEIVED
98 APR -8 PM 12:18
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
JOE'S SPORTS CARDS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 PM 2:05

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is JOE'S SPORTS CARDS, INC. and the mailing address is 11018-120 Old St. Augustine Road, Jacksonville, Florida 32257.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11018-120 Old St. Augustine Road, Jacksonville, Florida 32257, and the name of the initial registered agent is Joseph Orio.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Joseph D. McGeeveran
11018-120 Old St. Augustine Road
Jacksonville, Florida 32257

Joseph Orio
11018-120 Old St. Augustine Road
Jacksonville, Florida 32257

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Joseph D. McGeeveran
11018-120 Old St. Augustine Road
Jacksonville, Florida 32257

ARTICLE VIII - MISCELLANEOUS

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, by by-law provision, or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Any stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of

the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Board of Directors are hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE IX -- INDEMNITY

The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer or employee for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a


majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee may be entitled under any by-laws, agreement, by vote of shareholders, or otherwise.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

The initial by-laws of this corporation shall be adopted by the directors. The by-laws may be repealed or amended from time to time by either the stockholders or directors, but the directors may not alter, repeal or amend any by-laws adopted by the stockholders if the stockholders specifically provide such by-laws not be subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 2 day of April, 1998.



JOSEPH D. McGEVERAN
Incorporator

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 JOE'S SPORTS CARDS, 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 Jacksonville, County of Duval, State of Florida, has named JOSEPH ORIO, located at 11018-120 Old St. Augustine Road, Jacksonville, Florida 32257, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, 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: _____

JOSEPH ORIO
(Resident Agent)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 PM 2:05