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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

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EFFECTIVE DATE
4-14-98

NAME: COLLECTORS ONLY, INC.

AUDIT NUMBER.....H98000007126

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

bm 4/15/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1998

EMPIRE

SUBJECT: COLLECTORS ONLY, INC.
REF: W98000008460

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Becky McKnight
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EFFECTIVE DATE
4-14-98

ARTICLES OF INCORPORATION

OF

Collectors Only, Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES I - NAME

The name of the Corporation is Collectors Only, Inc.

ARTICLES II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes are paid; otherwise, it shall be the date when the Articles of Incorporation are filed with the Secretary of State and Approved. This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One-thousand shares of \$1.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of the stock of this Corporation (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

H98000007126

Prepared by:
Robert A. Pascal Esq.
300 SW 7th Ave
Ft. Lauderdale, FL 33312
(954) 522-4090
FBN-883026

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3339 S.W. Villa Place, Palm City, Fl. 34990. The initial registered agent is Ronald Hanley.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of two Directors. The number of Directors may be either be decreased or increased from time to time by the By-Laws, but never shall be less than one. The names and addresses of the initial Board of Directors of this Corporation are:

Ronald Hanley, 3339 S.W. Villa Place, Palm City, Fl. 34990

Eleanor Hanley, 3339 S.W. Villa Place, Palm City, Fl. 34990

ARTICLE VIII - CORPORATE ADDRESS

The initial address of this Corporation shall be 3339 S.W. Villa Place, Palm City, Fl. 34990.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Ronald Hanley, 3339 S.W. Villa Place, Palm City, Fl. 34990

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th Day of April, 1998.



INCORPORATOR

STATE OF FLORIDA:

SS:
COUNTY OF MARTIN:

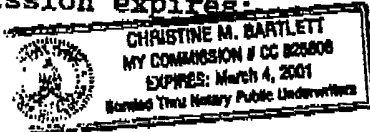
BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared Ronald Hanley, who is personally known to me or has produced FDW 1540 08035-414-D as identification designating the person who has executed the foregoing Articles of Incorporation.

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IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the state and county aforesaid this 14 day of April, 1998.

My Commission expires:



Christine M. Bartlett
Notary Public
State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Collectors Only, Inc., as designated in the Articles of Incorporation, I, Ronald Hanley, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 4/14/98

BY: Ronald Hanley

STATE OF FLORIDA:

SS: COUNTY OF DADE:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and county set forth above, personally appeared Ronald Hanley, who is personally known to me or has produced FDX as identification designating the person who accepted this designation as registered Agent of the aforesaid Corporation.

In WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 14 day of April, 1998.

My Commission Expires:



Christine M. Bartlett
Notary Public
State of Florida

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