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DAVID S. ROMANIK  
\* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:  
POST OFFICE BOX 1040  
HOLLYWOOD, FLORIDA 33022

TELEPHONE (954) 922-4656  
TELEFAX (954) 925-2826  
EMAIL: RHPI@FPI.COM  
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**FEDERAL EXPRESS**

June 1, 1998

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: R. K. COLLECTIBLES, INC.

Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50 made payable to the Secretary of State. The check represents:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>52.50</u>	Certified Copy of Articles
\$122.50	TOTAL

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a certified copy of the Articles of Incorporation to the undersigned in the enclosed Federal Express return mailer.

Sincerely yours,

*David S. Romanik*  
David S. Romanik

DSR/lw  
Enclosures  
corp.rkcollect.1

*Loaf (David's Asst.)*  
\_\_\_\_\_  
GAVE

AUTHORIZED BY PHONE TO  
CORRECT *Art. VII (Directors)*  
DATE *6-4-98*  
DC. *mm*

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\*\*\*\*122.50 \*\*\*\*122.50

FILED  
JUN-2 AM 9:49  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
R.K. COLLECTIBLES, INC.

FILED  
98 JUN -2 AM 9:49  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is R.K. COLLECTIBLES, INC.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business and the mailing address of this corporation shall be: 5870 N.E.  
17th Road, Fort Lauderdale Florida 33334.

## Article V

### Capital Stock

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is Twenty Thousand (20,000) shares, of which Ten Thousand (10,000) shares shall be Common Stock, having a par value of \$0.01 per share (the "Common Stock"), and Ten Thousand (10,000) shares shall be classified as Preferred Stock, par value \$0.01 per share (the "Preferred Stock"). The Board of Directors is expressly authorized to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the stockholders of the Corporation. The designations, relative rights, preferences and limitations of each class of shares of the Corporation shall be determined by the Board of Directors.

## Article VI

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is David S. Romanik, Esq, 1901 Harrison Street, Hollywood, Florida 33020. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

## Article VII

### Initial Board of Directors

The corporation shall have three (2) director 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

(1). The name and address of the initial directors of this corporation is listed below:

Kate A. Berger  
5870 N.E. 17th Road  
Fort Lauderdale Florida 33334.

Robert Casola  
5870 N.E. 17th Road  
Fort Lauderdale Florida 33334.

## Article VIII

### Incorporator(s)

The name and address of the person signing these Articles is: Kate A. Berger, 5870 N.E. 17th Road, Fort Lauderdale Florida 33334..

## Article IX

### Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

## Article X

### Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

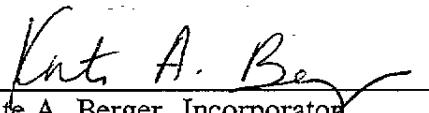
Amendment

The 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 shareholder(s) is subject to this reservation.

Article XII

By-Laws

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the directors.

  
Kate A. Berger, Incorporator

DATED: May 29, 1998

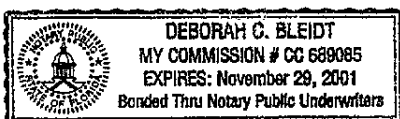
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STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared KATE A. BERGER, who is known to me or who produced a Florida driver's license as identification, and who did take an oath, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of May, 1998.

  
NOTARY PUBLIC:



FILED

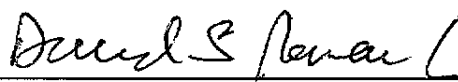
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for R.K. COLLECTIBLES, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, the undersigned, on behalf of the Corporation, hereby states that the undersigned is familiar with and agrees to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



David S. Romanik, Esq.

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