

P98000065949

MICHAEL J. PALANZA  
501 N. 44<sup>TH</sup> AVENUE  
HOLLYWOOD, FL 33021

(954) 962-3916  
328-4288

July 21, 1998

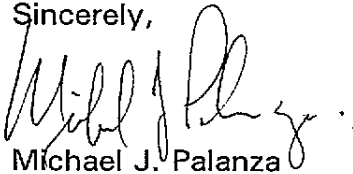
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002597701--7  
-07/24/98--01064--008  
\*\*\*122.50 \*\*\*122.50

To Whom This May Concern:

Enclosed, please find a check in the amount of \$122.50 and an original Articles of Incorporation, signed and notarized. I have also attached a copy of the Articles of Incorporation. Could you please send back to me a stamped copy along with your acknowledgment.

Sincerely,

  
Michael J. Palanza

Enclosures

MJP:mj

FILED  
98 JUL 24 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Michael GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Robert J. Gast, notary + certif  
DATE 7/28/98  
DOC. EXAM. TH

TH - 7/28/98

**ARTICLES OF INCORPORATION**  
**OF**  
**SPORTS CARDS PLUS & GIFTS, INC.**

**FILED**  
98 JUL 24 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, subscribes to, acknowledges and files the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

**ARTICLE I**

Corporate Name

The name of the Corporation is: **SPORTS CARDS PLUS & GIFTS, INC.**

**ARTICLE II**

Duration

This Corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III**

Purpose

The Corporation is organized for the purpose of buying and selling sports memorabilia or otherwise engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

Capital Stock

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value Common Stock. The Corporation shall be authorized to issue any amount of additional stock at such time and for such consideration as may be determined by the Board of Directors at a meeting of the Board of Directors called for that purpose.

## **ARTICLE V**

### **Directors**

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1), to be increased at the discretion of the Board of Directors. The Directors shall report directly to the stockholders. The name and post office address of the initial Director of the Corporation, who, subject to the provisions of this Certificate, the By-Laws of the Corporation and the laws of the State of Florida, shall hold office until such time as a successor is duly elected and qualified, are:

Michael J. Palanza  
501 N. 44 Avenue  
Hollywood, FL 33021

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The initial post office address of the principal office of the Corporation is:

Michael J. Palanza  
501 N. 44 Avenue  
Hollywood, FL 33021

The Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in foreign countries as from time to time may be authorized by the shareholders or the Board of Directors.

The name and post office address of the Initial Registered Agent of this Corporation are:

Michael J. Palanza  
501 N. 44 Avenue  
Hollywood, FL 33021

## ARTICLE VII

### Officers

The Officers shall report directly to the Board of Directors. The name and post office address of the initial Officer of this Corporation are:

Michael J. Palanza--President/Secretary/Treasurer  
501 N. 44 Avenue  
Hollywood, FL 33021

## ARTICLE VIII

### Incorporators/Subscribers

The name and address of the initial incorporator and subscriber signing these Articles of Incorporation, and the number of shares to which he subscribes, are:


Michael J. Palanza	<u>Number of Shares</u>
501 N. 44 Avenue	100
Hollywood, FL 33021	

## ARTICLE IX

### Bylaws

The power to adopt, alter, amend, and/or repeal the Bylaws of the Corporation shall be vested in the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber/incorporator, for the purpose of forming this Corporation, has executed these Articles of Incorporation this 21 day of July, 1998.

  
MICHAEL J. PALANZA

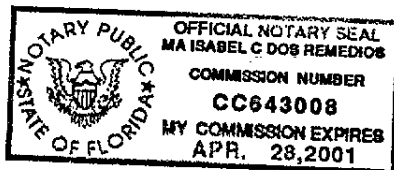
STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared MICHAEL J. PALANZA, to me known to be the person who executed the foregoing Articles of Incorporation of SPORTS CARDS PLUS & GIFTS, INC. and acknowledged before me that he executed the Articles of Incorporation for the purposes expressed in them.

WITNESS my hand and seal this 21<sup>st</sup> day of July, 1998.

My Commission expires:



MA. ISABEL C. DOS REMEDIOS  
NOTARY PUBLIC, State of Florida

MA. ISABEL C. DOS REMEDIOS  
(Print name of Notary)

CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT


Certificate of Registered Agent

of

**SPORTS CARDS PLUS & GIFTS , INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

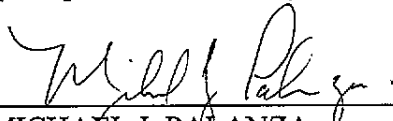
The above Corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Michael J. Palanza, 501 N. 44 Avenue, Hollywood, Florida 33021, as its Registered Agent to accept service of process within this state.

  
MICHAEL J. PALANZA

**FILED**  
98 JUL 24 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in this certificate, and being familiar with the obligations of that position, I agree to act in this capacity, and agree to comply with the provisions of all laws, including of the State of Florida, relative to the proper and complete performance of my duties.

  
MICHAEL J. PALANZA  
Registered Agent