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1104 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

JAN A. YELEN  
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OF COUNSEL

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MARTIN YELEN (RETIRED)  
IRVING YELEN (1924-1980)

September 1, 1998

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-09/08/98--01051--007  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Department of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Preferred Collectibles, Inc.

Dear Sir/Madam:

Enclosed please find original of Certificate of Incorporation of Preferred Collectibles, Inc., Certificate designating resident agent and our check to cover the following:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	52.50
	<u>\$122.50</u>

Please return a certified copy.

Very truly yours,

YELEN & YELEN, P.A.

JAN A. YELEN

JAY:hr

Enclosures

Dmc  
9/15/98

FILED  
98 SEP - 8 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PREFERRED COLLECTIBLES, INC.

FILED  
98 SEP -8 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PREFERRED COLLECTIBLES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1522 Ponce de Leon Boulevard, Coral Gables, Florida 33134

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

50 shares with no par value, total capitalization of \$500.00

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

HOWARD BERG

1522 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

HOWARD BERG


1522 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

ARTICLE VI PREEMPTIVE RIGHTS AND BUSINESS PURCHASES

The shareholders shall have the preemptive right to acquire unissued or treasury shares or securities convertible or carrying the right to subscribe to or acquire shares of the Corporation.

The shares of other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of such amounts of capital stock as the Directors may determine. All such acquisitions shall be ratified by the Shareholders before they shall be effective.

The undersigned has(have) executed these Articles of Incorporation this 18<sup>th</sup> day of September, 1998.

  
\_\_\_\_\_  
Signature/Title President

  
\_\_\_\_\_  
Signature/Title Vice President

\_\_\_\_\_  
Signature/Title

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: \_\_\_\_\_  
PREFERRED COLLECTIBLES, INC.
  
2. The name and address of the registered agent and office  
\_\_\_\_\_  
HOWARD BERG  
(NAME)  
  
1522 Ponce de Leon Boulevard  
\_\_\_\_\_  
(P.O. BOX NOT ACCEPTABLE)  
  
Coral Gables, Florida 33134  
\_\_\_\_\_  
(CITY/STATE/ZIP)

98 SEP -8 AM 10:19  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SIGNATURE \_\_\_\_\_  
(corporate officer)  
  
TITLE President  
  
DATE September 1st 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE \_\_\_\_\_  
  
DATE September 1st 1998