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**RICHARD J. FEINBERG**  
**ATTORNEY AT LAW**

October 29, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000002680190--2

-11/04/98--01055--009

\*\*\*\*122.50 \*\*\*\*\*78.75

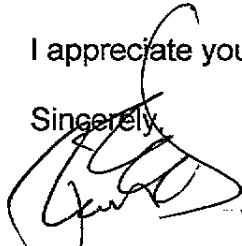
RE: MEMORABILIA MARKET, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of the above-referenced corporation along with the filing fee check of \$122.50.

I appreciate your prompt attention in filing these Articles.

Sincerely,



Richard J. Feinberg

RJF/dlf

Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV -4 AM 7:53

ARTICLES OF INCORPORATION  
OF  
MEMORABILIA MARKET, INC.

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ARTICLE I  
NAME

The name of this corporation is MEMORABILIA MARKET, INC.

ARTICLE II  
DURATION

This corporation has perpetual existence unless otherwise specified in the Articles of Incorporation.

ARTICLE III  
CORPORATION PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida, and more specifically the business of selling sports and celebrity memorabilia.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common stock, with 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 10097 Cleary Boulevard, Plantation, Florida 33324 and the name of the initial Registered Agent of this corporation is LAWRENCE HIRSCH, 10097 Cleary Boulevard, Plantation, Florida 33324.

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 Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Lawrence Hirsch	10097 Cleary Boulevard, Plantation, Florida 33324
Phyllis Hirsch	10097 Cleary Boulevard, Plantation, Florida 33324

ARTICLE VII  
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII  
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set next to their names:

Lawrence Hirsch	50 shares
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Phyllis Hirsch	50 shares
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Shares held by the initial Shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders, or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a written agreement among all of the Shareholders and this corporation.

ARTICLE IX  
CUMULATIVE VOTING

At each election for Directors, every Shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X  
CALLING FOR SPECIAL MEETINGS

Special meetings of the Shareholders may be called by not less than one tenth (1/10) of the shares entitled to vote.

ARTICLE XI  
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholder of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII  
RIGHT OF SHAREHOLDERS TO DISSENT

The Shareholders of this corporation shall have the right to dissent from any corporate actions from which Shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the Shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than two thousand (2,000) Shareholders.

ARTICLE XIII  
INITIAL PRINCIPAL CORPORATE OFFICE AND ADDRESS

The initial corporation's principal office shall be located at 10097 Cleary Boulevard, Plantation, Florida, and the initial mailing address of the corporation shall be 10097 Cleary Boulevard, Plantation, Florida 33324.

ARTICLE XIV  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XV  
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XVI  
INCORPORATORS

The initial subscribers to this corporation are Lawrence Hirsch and Phyllis Hirsch.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this the 1 day of June 1998.

  
LAWRENCE HIRSCH

  
PHYLLIS HIRSCH

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF BROWARD                )

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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BEFORE ME, the undersigned authority, authorized to take acknowledgments, personally appeared LAWRENCE HIRSCH and PHYLLIS HIRSCH to me well known, and acknowledged before me that they executed the foregoing as their act and deed.

SWORN TO AND SUBSCRIBED before me this 9th day of September  
1998.



DONNALEE L. FEINBERG  
My Commission CC570273  
Expires Jul. 17, 2000

NOTARY PUBLIC

Donna Lee L. Feinberg  
PRINTED NAME

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for MEMORABILIA MARKET, INC., a Florida corporation, located at 10097 Cleary Boulevard, Plantation, Florida, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office for service of process.

Lawrence Hirsch  
LAWRENCE HIRSCH

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF BROWARD                )

BEFORE ME, the undersigned authority, personally appeared LAWRENCE HIRSCH, to me well known, and known to me to be the person who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this the 9th day of September 1998.



DONNALEE L. FEINBERG  
My Commission CC570273  
Expires Jul. 17, 2000

NOTARY PUBLIC

Donna Lee L. Feinberg  
PRINTED NAME