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FRANK A. PRINCIPE
ATTORNEY AT LAW
2805 West Busch Blvd., Ste. 100
Tampa, Florida 33618

January 13, 1999

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

500002745785--7
-01/19/99--01055--006
122.50 **78.75

Re: Elite Sports Cards, Inc.

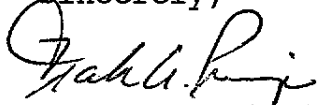
Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is our firm's check in the amount of \$122.50 which represents the following:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy

Once the Articles have been filed, please forward a certified copy to my attention as soon as possible in the self-addressed, postage-paid envelope. Should you have any question, please do not hesitate to call me.

Sincerely,



Frank A. Principe
Attorney At Law

FAP/mr

Enclosures

SecState.Ltr

FILED
99 JAN 19 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
1-22-99

(5)

ARTICLES OF INCORPORATION

OF

Elite Sports Cards, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desires to form a corporation in accordance with Chapter 607 of the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

1.01 The name of the Corporation shall be Elite Sports Cards, Inc.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

2.01 The location and address of the Corporation's principal office in Florida is 3414 Blowing Oak Street, Valrico, Florida, 33594. The initial registered agent at the registered office is Andrew Woods., whose address is 3414 Blowing Oak Street, Valrico, Florida 33594.

ARTICLE THREE

PURPOSE

3.01 The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

DURATION

4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATORS

5.01 The name and post office address of the incorporator is:

Name	Address
James Hisaw	3414 Blowing Oak St. Valrico, Florida 33594

ARTICLE SIX

DIRECTORS

6.01 The Board of Directors shall consist of at least one and not more than five members. The name and address of the first Board of Directors is:

Names and Addresses
James Hisaw 3414 Blowing Oak St. Valrico, Florida 33594
Andrew Woods 3414 Blowing Oak St. Valrico, FL. 33594

ARTICLE SEVEN

CAPITAL STOCK

7.01 The number of shares of stock that the Corporation is authorized to have outstanding is Seven Thousand Five Hundred (7,500), all of which shall be common shares with par value One Dollar (\$1.00).

ARTICLE EIGHT

STATED CAPITAL

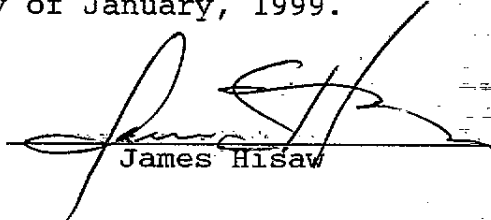
8.01 The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE NINE

AMENDMENT OF ARTICLES

9.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting powers of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 12th day of January, 1999.


James Hisaw

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 12th day of January, 1999, ⁱⁿ before me, personally ^{and} ~~before me personally~~
appeared James Hisaw, who has presented
~~as identification or is personally~~
known to me, and acknowledged that he executed the document for
the purposes contained within it.

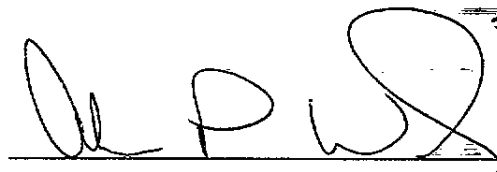
IN WITNESS WHEREOF, I sign here and set my official seal.

NOTARY PUBLIC - STATE OF FLORIDA
MICHELLE LEE WINARSKY
COMMISSION # CC729609
EXPIRES 3/20/2002
BONDED THRU ASA 1-888-NOTARY1


Notary Public
My Commission Expires:

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Andrew Woods, am hereby familiar with and accept the duties and responsibilities as Registered Agent of Elite Sports Cards, Inc.

A handwritten signature in black ink, appearing to read 'A P W', is written over a horizontal line.

Andrew Woods

FILED
99 JAN 19 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA