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Corporate Offices
Sports Collectible Exchange, Inc.
A Florida Corporation

14950 Southeast United States Highway 441; Summerfield, Florida 34491
Telephone: (352) 694-6714
Fax: (352) 694-9178
E-mail GRichardCh@aol.com

G. Richard Chamberlin
President & Chief Executive Officer

Vanessa H. Lindsey
Secretary, Treasurer
& Chief Administrative Officer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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February 26, 1999

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002806667-1
-03/15/99-01145-015
*****70.00 *****70.00

Re.: *Incorporation of Sports Collectibles Exchange, Inc.*

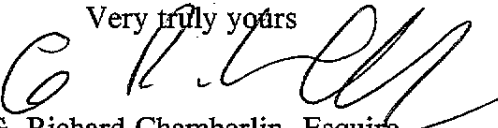
Gentlemen:

Enclosed please find:

- (a) Three sets of articles of incorporation, including self contained registered agent appointments, for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (c) A check in the amount of \$70 covering the costs of filing the corporate documents and designating the registered agent.

If you have any questions or comments, please contact the undersigned.

Very truly yours


G. Richard Chamberlin, Esquire

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Articles of Incorporation
of
Sports Collectibles Exchange, Inc.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

ARTICLE I
NAME

The name of the Corporation is:

"Sports Collectibles Exchange, Inc."

ARTICLE II
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 7,500,000 shares, one cent par value, which shall be designated as common stock.

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ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

ARTICLE VI
INITIAL REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL ADDRESS

6.1 Registered Office & Registered Agent,

The street address of the initial registered office of this Corporation is 14950 Southeast United States Highway 441; Summerfield, Florida 34491, and the name of the initial registered agent of this corporation at such address is G. Richard Chamberlin, Esquire.

6.2 Principal Office & Mailing Address

- (1) The Corporation's initial principal office and principal mailing address will be at 14950 Southeast United States Highway 441; Summerfield, Florida 34491.
- (2) The Corporation's initial telephone number will be (352) 694-6714.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- (1) This Corporation shall have one Director initially.
- (2) The number of Directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one.
- (3) The name and address of the initial Directors of the corporation are as follows:

G. Richard Chamberlin, Esquire
14950 Southeast United States Highway 441; Summerfield, Florida 34491.

- (4) The Corporation's Board of Directors is hereby authorized, without prior stockholder approval, to amend these Articles of Incorporation, from time to time, in order to:
 - (A) Effect splits or reverse splits of the Corporation's common or preferred stock;

- (B) Change the name of the Corporation; and
- (C) Such other matters as may be otherwise permitted under then applicable laws of the State of Florida.

ARTICLE VIII **INCORPORATORS**

The name and addresses of the Corporation's incorporator is:

G. Richard Chamberlin, Esquire
14950 Southeast United States Highway 441; Summerfield, Florida 34491

ARTICLE IX **INDEMNIFICATION**

The Corporation shall indemnify its Officers, Directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X **LIMITATION ON STOCKHOLDER ACTIONS**

- (1) Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida.
- (2) No stockholder may assert a derivative cause of action on behalf of the Corporation, rather, any claims that would give rise to derivative causes of action shall be submitted in writing, specifying the nature of the cause of action and providing all evidence associated with such claim, to a special committee of the Board of Directors comprised of members who do not also serve as officers of the Corporation and are not reasonably involved with the subject cause of action, or if no such directors are serving, to legal counsel designated by the Corporation in which no attorney holds shares of the Corporation's securities, holds any office or position with the Corporation or is related by marriage or through siblings, parents or children to any officer or director of the Corporation, and the decision to litigate, or not to litigate by such special committee or special counsel shall be binding on the Corporation and the submitting stockholder or stockholders; unless the foregoing

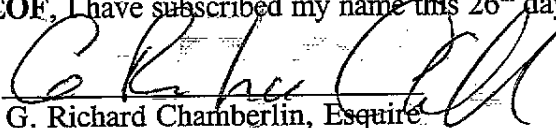
procedure has not been followed within 90 days after completion of the submission by the subject stockholder.

- (3) The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation shall not be subject to the restrictions or requirements for affiliated transactions imposed by Sections 607.0901, Florida Statutes, as permitted by the waiver provisions of Section 607.0901(5)(b) thereof.

IN WITNESS WHEREOF, I have subscribed my name this 26th day of February, 1999.


G. Richard Chamberlin, Esquire
Incorporator

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for Sports Collectibles Exchange, Inc., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I hereby further agree to comply with the provisions of all statutes relating to the proposer performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

March 1, 1999


G. Richard Chamberlin, Esquire
Registered Agent

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