

CHARLES S. DAYHOFF III  
ATTORNEY AND COUNSELOR AT LAW

CORNERSTONE CENTRE  
3830 TAMPA ROAD, SUITE 150  
PALM HARBOR, FLORIDA 34684

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P99000037528  
April 21, 1999

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

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-04/22/99--01055--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation  
KRYSTAL IMPORTS AND COLLECTIBLES, INC.

Dear Sir/Madam:


Please find enclosed each of the following:

1. Original and one copy of Articles of Incorporation
2. Original and one copy of Certificate Designating Registered Office for the Service of Process Within the State of Florida, and Naming the Registered Agent Upon Whom Process May be Served.
3. A check in the sum of \$70.00 for your filing fee.

Please file the above documents and return a "file stamped" copy to me as soon as possible.

Thanking you in advance for your cooperation, I am

Sincerely yours,

  
CHARLES S. DAYHOFF III

CSD:bf  
Enclosures  
cc: Matthew J. Bernard  
99-1637-DC

SHARON

APR 26 1999

FILED  
99 APR 22 2:52  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**KRYSTAL IMPORTS AND COLLECTIBLES, INC.**

**FILED**  
99 APR 22 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **KRYSTAL IMPORTS AND COLLECTIBLES, INC.**

2. **Principal Office/Mailing Address.** The principal office of the corporation is 2632 Bayshore Boulevard, Dunedin, Florida 34698. The mailing address of the corporation is 2632 Bayshore Boulevard, Dunedin, Florida 34698.

3. **Duration.** The period of its duration shall be perpetual.

4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

CHARLES S. DAYHOFF III  
3830 Tampa Road, Suite 150  
Palm Harbor, FL 34684

7. **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 any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MATTHEW J. BERNARD	2632 Bayshore Boulevard Dunedin, FL 34698
JOHANNA L. BERNARD	2632 Bayshore Boulevard Dunedin, FL 34698

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:


<u>NAME</u>	<u>ADDRESS</u>
MATTHEW J. BERNARD	2632 Bayshore Boulevard Dunedin, FL 34698

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has

executed these Articles of Incorporation this 21st day of April,  
1999.

  
MATTHEW J. BERNARD  
INCORPORATOR

  
CHARLES S. DAYHOFF III  
REGISTERED AGENT

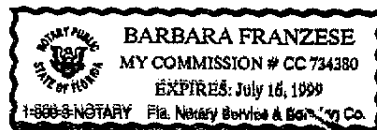
STATE OF FLORIDA     )  
COUNTY OF PINELLAS     )

THE FOREGOING INSTRUMENT was acknowledged before me this  
21st day of April, 1999, by MATTHEW J. BERNARD who has produced  
a Florida driver's license as identification and who did take an  
oath.

  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: BARBARA FRANZESE

My Commission Expires:

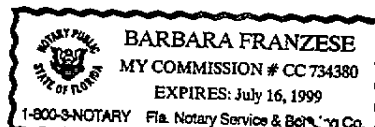
STATE OF FLORIDA     )  
COUNTY OF PINELLAS     )



THE FOREGOING INSTRUMENT was acknowledged before me this  
21st day of April, 1999, by CHARLES S. DAYHOFF III who has  
produced a Florida driver's license as identification and who  
did take an oath.

  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: BARBARA FRANZESE

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA, AND NAMING THE REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §§48.091, 607.0501 and 607.0505 of the Florida Statutes, the following is submitted:

1. KRYSTAL IMPORTS AND COLLECTIBLES, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Dunedin, State of Florida, has named CHARLES S. DAYHOFF III, 3830 Tampa Road, Suite 150, Palm Harbor, Florida 34684, as its Registered Agent to accept service of process within the State of Florida.

DATED: April 21, 1999.

KRYSTAL IMPORTS AND COLLECTIBLES, INC.  
a Florida corporation

By:   
Matthew J. Bernard, Vice President

**FILED**  
99 APR 22 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: April 21, 1999

  
CHARLES S. DAYHOFF III  
REGISTERED AGENT