



THE UNITED STATES
CORPORATION
COMPANY

P 490000069750

ACCOUNT NO. : 072100000032

REFERENCE : 331505 10928A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 5, 1999

ORDER TIME : 11:53 AM

ORDER NO. : 331505-005

CUSTOMER NO: 10928A

CUSTOMER: Edward P. Phillips, Esq
EDWARD P. PHILLIPS, ESQUIRE
EDWARD P. PHILLIPS, ESQUIRE
Suite 206
1881 University Drive
Coral Springs, FL 33071

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DOMESTIC FILING

NAME: ROBERTA'S COLLECTIBLE
SHOWCASE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaid

EXAMINER'S INITIALS:

FILED
99 AUG -5 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG -5 PM 1:42
TALLAHASSEE, FLORIDA

8/6/99
[Signature]

ARTICLES OF INCORPORATION
OF
ROBERTA'S COLLECTIBLE SHOWCASE, INC.

The undersigned subscribers, are natural persons competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the proposed corporation is:

ROBERTA'S COLLECTIBLE SHOWCASE, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares and the par value of each of such shares is one (\$1.00) dollar.

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just valuation to be fixed by the officers of the Corporation at a meeting called for that purpose.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence business on the date that these Articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V - LOCATION

The principal place of business of the Corporation shall be
at:

801 N. Congress Ave. #935
Boynton Beach, FL 33426

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - DIRECTORS

This Corporation shall have two (2) Directors initially.

The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

The name and post office address of the members of the first Board of Directors are:

VICTOR GREENBERG
3591 Inverrary Dr.
Suite B 206
Lauderhill, FL 33319

BELLE GREENBERG
3591 Inverrary Dr.
Suite B 206
Lauderhill, FL 33319

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscribers hereto are:

VICTOR GREENBERG
3591 Inverrary Dr.
Suite B 206
Lauderhill, FL 33319

BELLE GREENBERG
3591 Inverrary Dr.
Suite B 206
Lauderhill, FL 33319

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX - INITIAL REGISTERED AGENT

The corporation has designated the following as the registered Agent for the corporation, pursuant to Florida Statutes, to wit:

VICTOR GREENBERG
3591 Inverrary Dr.
Suite B 206
Lauderhill, FL 33319

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, We the undersigned subscribing incorporators, and designated registered agents, have hereunto set our hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and We hereby make, subscribe, acknowledge, and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein stated are true, all this 4 day of AUG, 1999.

We hereby accept and are familiar with the duties of being registered agents.

Victor Greenberg
Incorporator and Registered Agent

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99 AUG -5 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

SS:

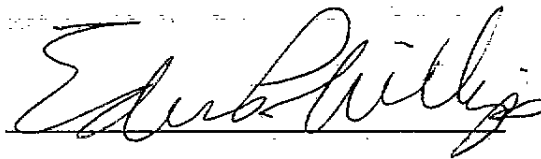
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date before me, the undersigned authority, personally appeared VICTOR GREENBERG who, after being duly sworn by me on oath, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed therein, and they acknowledged that they are natural persons competent to contracts.

SWORN TO AND SUBSCRIBED before me, this 4th day of

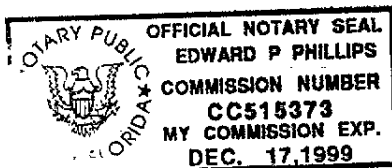
August

, 1999.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



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99 AUG -5 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA