

JEROME L. HOLLINGSWORTH

Attorney at Law

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J. David Whyte

Licensed In Florida
And Michigan

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Naples, FL 34103

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09/26/99

500002998185-4
-09/27/99-01154-003
*****70.00 *****70.00

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: J.P. Kards, Too, Inc.

EFFECTIVE DATE
10-1-99

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation for J.P. Kards, Too, Inc., along with our firm's check in the amount of \$70.00 in payment for the following:

Filing Fee - \$35.00
Registered Agent Designation - \$35.00

Please file the enclosed Articles of Incorporation and return a copy to our office.

Thank you for your courtesy in this matter.

Very truly yours,

Jerome L. Hollingsworth
Jerome L. Hollingsworth

JLH/mes

Enclosures
cc: John E. Peery

99 SEP 27 AM 9:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jerome Hollingsworth GAVE
AUTHORIZATION BY PHONE TO
CORRECT *10-1-99*
DATE *9/29/99*
DOC. EXAM *John E. Peery*

D. BROWN SEP 29 1999

EFFECTIVE DATE
10-1-99

ARTICLES OF INCORPORATION

FILED
99 SEP 27 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I Corporate Name

The name of the corporation is J.P. Kards, Too, Inc.

1900 N.E. 6th AVENUE - CAPE CORAL, FLORIDA 33909.

ARTICLE II Corporate Purpose

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Laws of the State of Florida, in particular, but not by way of limitation, to engage in the business of marketing sports memorabilia and to own real estate or securities or both for the purpose of investment, and to engage in operations and to acquire, operate and dispose of both real and personal property incident to the corporation's primary purpose.

ARTICLE III Stated Capital

The corporation is authorized to issue 7,500 shares of common stock at a par value of \$1.00 per share.

Each outstanding share of stock, regardless of class, shall be entitled to One (1) vote on each matter which is submitted to a vote at any meeting of the shareholders.

The shares of stock may be issued for consideration having a value which is not less than the par value of the shares issued, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the purchaser has paid the full amount of the consideration for them. Shares which the corporation issues in this manner shall be deemed to be fully paid and nonassessable.

ARTICLE IV Commencement and Duration

The corporation is to commence its existence on 10/01/99 and shall exist perpetually until it is dissolved according to law.

ARTICLE V
Board of Directors

The board of directors shall exercise all corporate powers and manage the business and affairs of the corporation.

The shareholders may, by resolution at a special meeting called for that purpose, exercise or perform any and all powers and duties conferred or imposed upon the board of directors, to the extent and by any person or persons as the shareholders may direct.

The corporation shall have Two (2) directors, initially. Subsequently, the number of directors shall be as specified in the corporation's bylaws.

The following person shall compose the initial board of directors and shall serve until a new board of directors is elected by the shareholders:

<u>Name</u>	<u>Address</u>
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John E. Peery,	1900 NE 6th Avenue, Cape Coral, FL 33909
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Randall W. Lefevers,	579 99th Avenue North, Naples, FL 34108
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ARTICLE VI
Indemnification

The corporation shall indemnify any present or former director, officer or other person exercising powers and duties of a director, to the full extent permitted by law.

ARTICLE VII
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII
Amendment

These articles of incorporation may be amended at any regular meeting of the shareholders or at any special meeting of the stockholders called for that purpose by a vote of the majority of the voting stock of the corporation outstanding.

ARTICLE IX
Incorporator

The name(s) and address(es) of incorporator(s) is (are) as follows:

<u>Name</u>	<u>Address</u>
John E. Peery	1900 NE 6th Avenue, Cape Coral, FL 33909

ARTICLE X
Initial Registered Office and Agent

1. The address of the initial registered office is:

1900 NE 6th Avenue, Cape Coral, FL 33909

2. Mailing address of initial registered office:

same as above

3. The name of the initial resident agent at the registered office is:

John E. Peery

ARTICLE XI
Shareholder Action

Any action required or permitted to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

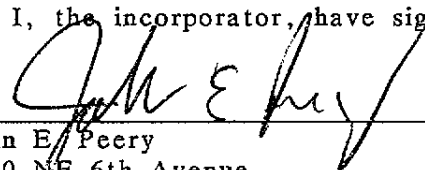
ARTICLE XII
Cumulative Voting

The directors of the corporation shall all be elected at one time, and each shareholder may cast as many votes for any one or more directors as the number of shares he owns times the number of directors to be elected.

ARTICLE XIII
Preemptive Rights to Stock

Shareholders shall be entitled to preemptive rights on any newly issued shares of the corporation.

I, the incorporator, have signed my name on 09/26/99.

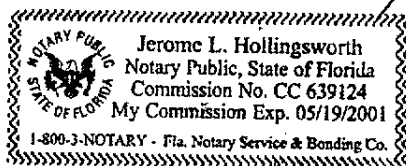


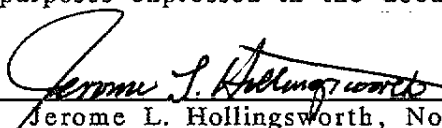
John E. Peery
1900 NE 6th Avenue
Cape Coral, FL 33909

STATE OF FLORIDA
COLLIER COUNTY ss

On 09/26/99, John E. Peery, produced a driver's license as identification and acknowledged the execution of these articles of incorporation was done freely and voluntarily for the purposes expressed in the document without taking an oath.

(NOTARY SEAL)

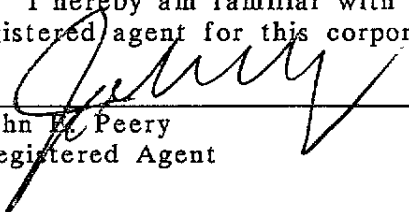




Jerome L. Hollingsworth, Notary Public
State of Florida at Large
Commission No. CC 639124
My commission expires 5/19/01

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for this corporation.



John E. Peery
Registered Agent

This Instrument Prepared By:
Jerome L. Hollingsworth
Attorney at Law
111 Oakland Hills Drive
Naples, FL 34113
(941) 263-3773

FILED
99 SEP 27 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS AND AGENT
FOR SERVICE OF PROCESS WITHIN THIS STATE**

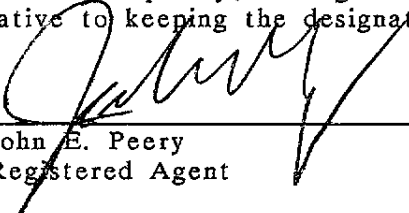
In compliance with Section 48.09, Florida Statutes, the following is submitted:

J.P. Kards, Too, Inc., organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1900 NE 6th Avenue, Cape Coral, FL 33909, Lee County, and John E. Peery named as its Registered Agent for service of process.

John E. Perry will accept service of process within the State of Florida on behalf of the corporation.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the designated office open.



John E. Peery
Registered Agent