

996000038448

April 23, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: GIFT ASSISTANTS USA, INC.

700001801337  
-04/30/96--01080--002  
\*\*\*\*122.50 \*\*\*\*122.50

Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$122.50. Please file the Articles, issue and return to me a certified copy of same and my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,

*Stacy F. Marchetti*  
Stacy F. Marchetti  
215 Joshua Place  
Merritt Island, Florida 32953  
phone (407) 454-3931

FILED  
96 APR 29 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY - 3 1996

ARTICLES OF INCORPORATION  
OF  
GIFT ASSISTANTS USA, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of the corporation is GIFT ASSISTANTS USA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III -PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares at \$1.00 par value, common stock, which shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind 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.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 215 Joshua Place, Merritt Island, Florida 32953, and the name of the initial registered agent of this corporation at that address is: Stacy F. Marchetti.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are: Stacy F. Marchetti and Dominick Marchetti of 215 Joshua Place, Merritt Island, Florida 32953.

**ARTICLE IX - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office is 215 Joshua Place, Merritt Island, Florida 32953, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

**ARTICLE X - INCORPORATORS**

The names and addresses of the persons signing these Articles are: Stacy F. Marchetti and Dominick Marchetti of 215 Joshua Place, Merritt Island, Florida 32953.

**ARTICLE XI - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XII - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors of this Corporation. -2-

#### **ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING**

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XIV - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XV - AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite their name: Stacy F. Marchetti - fifty-one (51) shares and Dominick Marchetti - forty-nine (49) shares.

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23 day of April, 1996.

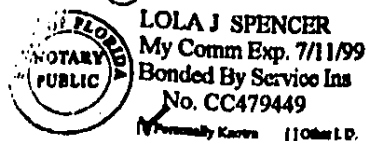
Stacy F. Marchetti  
Stacy F. Marchetti  
215 Joshua Place  
Merritt Island, Florida 32953

Dominick Marchetti  
Dominick Marchetti  
215 Joshua Place  
Merritt Island, Florida 32953

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 23<sup>rd</sup> day of April, 1996, by Stacy F. Marchetti and Dominick Marchetti, who are personally known to me or who have produced n/a as identification.

Lola J. Spencer  
Notary Public, State of Florida



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

Dated: 4/23/96

Stacy F. Marchetti  
Stacy F. Marchetti  
215 Joshua Place  
Merritt Island, Florida 32953

96 APR 29 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED