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September 21, 1999

VIA FEDERAL EXPRESS DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-10/13/99--01056--003
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION - PREGIFT.COM, INC.

Dear Madam or Sir:

Enclosed please an original and one (1) copy of the Articles of Incorporation of PreGift.com, Inc.

Please note the effective date of October 12, 1999.

Please file these Articles of Incorporation of record, and furnish me an approval stamped copy of the filed Articles. Also enclosed, is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Thank you for your usual cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

EFFECTIVE DATE

10-12-99

Enclosures

FILED
99 OCT 13 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSB
10-12-99
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Articles of Incorporation
of
PREGIFT.COM, INC.

EFFECTIVE DATE
10-12-99

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, FLORIDA STATUTES, the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article 1
Name

The name of this corporation is:

PREGIFT.COM, INC.

Article 2
Effective Date and Duration

This corporation shall exist perpetually commencing as of October 12, 1999.

Article 3
Purposes

This corporation may engage in any activity or business permitted by law.

Article 4
Capital Stock

This corporation is authorized to issue FIFTY MILLION (50,000,000) shares of Common Stock, each having a par value of ONE HUNDREDTH OF A CENT (.01¢).

Article 5
Registered Office and Registered Agent

The street address of the initial registered office of this corporation shall be 4707 140th Avenue North, Suite 309, Clearwater, Florida 33762. The name of the initial registered agent of this corporation at that address shall be L. JAMES DICKSON.

Article 6
Principal Office and Mailing Address

The principal office, and mailing address, of this corporation shall be:

8855 Collins Avenue, No. 1204
Surfside, Florida 33154

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TALLAHASSEE, FLORIDA

Article 7
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be four (4). The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1) director. The names and addresses of the initial directors comprising the first Board of Directors of this corporation are:

BRYAN L. DRESDEN
8855 Collins Avenue, No. 1204
Surfside, Florida 33154

SCOTT C. DRESDEN
222 Mamaroneck Avenue, No. 211
White Plains, New York 10605

BRETT MENSCH
500 West 43rd Street, Apartment 25G
New York, New York 10036

STUART SHELDON
120 Texas
San Francisco, California 94107

Article 8
Incorporator

The names and addresses of the person signing these Articles of Incorporation as the incorporator are:

L. JAMES DICKSON
4707 140th Avenue North, Suite 309
Clearwater, Florida 33762

Article 9
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, shall be vested in the Board of Directors; subject, however, to repeal or change by action of the shareholders. Unless otherwise provided in a bylaw adopted by action of the shareholders, the Board of Directors shall not have the power or authority to amend or repeal any bylaw adopted by the shareholders.

Article 10
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this October 12, 1999.


L. JAMES DICKSON, Incorporator


PREGIFT.COM, INC.

Registered Agent

Acceptance and Acknowledgment

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

Dated: October 12, 1999



L. JAMES DICKSON
Registered Agent

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99 OCT 13 AM 7:57
SECRETARY OF STATE
TAMPA FLORIDA