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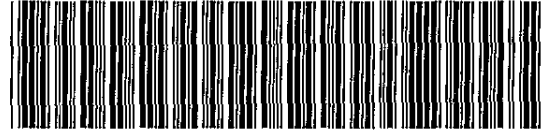
(Business Entity Name)

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February 20, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Regift, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF INCORPORATION

REGIFT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is REGIFT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of manufacturing and distribution of gift bags and transacting any and all lawful business in which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00.

ARTICLE V - ADDRESS OF PRINCIPLE OFFICE

The initial street address of the principle office of this corporation shall be 360 Quail Drive, Merritt Island, Florida 32953. The mailing address of the corporation shall be 360 Quail Drive, Merritt Island, Florida 32953

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 360 Quail Drive, Merritt Island, Florida 32953, the name of the initial registered agent of this corporation at that

address is LYNNETTE F. CHOLEWA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of no less than one (1) and no more than four (4) members. The names and addresses of the initial Board of Directors of this corporation are: LYNNETTE F. CHOLEWA, 360 Quail Drive, Merritt Island, Florida 32953.

ARTICLE VIII - INCORPORATOR


The name and address of the person signing these Articles is: LYNNETTE F. CHOLEWA, 360 Quail Drive, Merritt Island, Florida 32953.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of February, 2003.


LYNNETTE F. CHOLEWA

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE me a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared LYNNETTE F. CHOLEWA, who is personally known to me and known to be the person who executed the foregoing Articles of Incorporation under oath and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

 Philip F Lupo
My Commission CC874319
Expires October 23, 2003


NOTARY PUBLIC, State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF RESIDENT AGENT

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

REGIFT, INC.

2. The name and address of the registered agent and office is:

LYNNETTE F. CHOLEWA

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 RESIDENT 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 THE ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


LYNNETTE F. CHOLEWA, Registered Agent

Dated: 2/19/03