



F97000005827

ACCOUNT NO. : 072100000032

REFERENCE : 581377 4304045

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 70.00

ORDER DATE : October 28, 1997

ORDER TIME : 9:22 AM

ORDER NO. : 581377-005

CUSTOMER NO: 4304045

CUSTOMER: Mr. Will Reeder
Arnall Golden & Gregory
2800 One Atlantic Center
1201 West Peachtree St.
Atlanta, GA 30309-3450

200002332382--5

W97-246/5

File 1st

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 29 AM 10:38
8/11/4

FOREIGN FILINGS

NAME: GIFT PARTNERS, INC. OF GEORGIA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

October 29, 1997

Please give original
submission date as file date.

CSC

SUBJECT: GIFT PARTNERS, INC. OF GEORGIA
Ref. Number: W97000024615

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We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The name, GIFT PARTNERS, INC. OF GEORGIA, is available for use in Florida. Please submit a resolution to adopt the name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 697A00052520

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97 NOV -4 AM 9:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF THE SECRETARY
OF GIFT PARTNERS, INC.

Lewis Shubin, Secretary of Gift Partners, Inc., a corporation duly organized under the laws of the State of Georgia, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 3 day of November, 1997.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name Gift Partners, Inc. of Georgia for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."



Lewis Shubin, Secretary

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. Gift Partners, Inc. d/b/a
Gift Partners, Inc. of Georgia
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia 3. 91-1515338
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 19, 1989 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 600 Winslow Way East, Suite 133
Bainbridge, Washington 98110
(Current mailing address)
8. Ownership of a general partnership interest in Gift Partners, L.P. I, a Georgia
limited partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Lis Wuef

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. _____

Lewis Shubin - Vice President

(Typed or printed name and capacity of person signing application)

OFFICER/DIRECTOR RIDER

Directors:

Lewis Shubin
1700 Cumberland Point Drive
Suite 5
Marietta, Georgia 30067

C. John Thompson
600 Winslow Way East, Suite 211
Bainbridge Island, Washington 98110

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Officers:

President/Treasurer	-	C. John Thompson 1700 Cumberland Point Drive Suite 5 Marietta, Georgia 30067
Vice President/Secretary	-	Lewis Shubin 600 Winslow Way East, Suite 211 Bainbridge Island, Washington 98110

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

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ARNALL, GOLDEN & GREGORY, LLP
1201 WEST PEACHTREE STREET
2800 ONE ATLANTIC CENTER
ATLANTA, GA 303093450

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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

GIFT PARTNERS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State