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LAW OFFICES

KENNETH A. WENZEL, P.A.

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FILED
00 MAY 19 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 17, 2000

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

Re: Our File No. 00-20769
Souvenir America, Inc.

100003259331--0
-05/19/00--01080--017
*****78.75 *****78.75

Gentlemen:

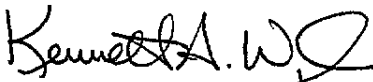
Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of SOUVENIR AMERICA, INC., together with a check in the amount of Seventy-eight and 75/100 Dollars (\$78.75), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy:	\$ 8.75

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,


Kenneth A. Wenzel

KAW/lcd
Enclosures (3)

cc: Thomas M. Fitzpatrick (w/encl.)

5-25
WC

ARTICLES OF INCORPORATION
OF
SOUVENIR AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

ARTICLE 1

NAME

The name of this Corporation is SOUVENIR AMERICA, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 95 S. Federal Highway, Suite 205, Boca Raton, FL 33432.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 95 S. Federal Highway, Suite 205, Boca Raton, FL 33432.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares of Common Stock, having a par value of ONE CENT (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2842 N.E. 30th Street, Lighthouse Point, FL 33064, and the name of the initial registered agent of this Corporation at that address is THOMAS M. FITZPATRICK.

ARTICLE 7

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is THOMAS M. FITZPATRICK, 2842 N.E. 30th Street, Lighthouse Point, FL 33064.

ARTICLE 8

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this x 15th day of May, 2000.



THOMAS M. FITZPATRICK, Incorporator

CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
SOUVENIR AMERICA, INC.

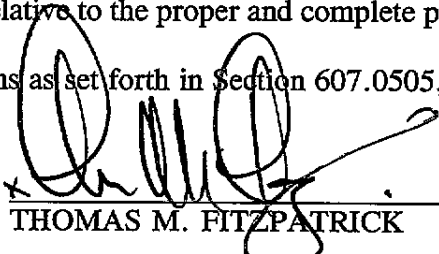
FILED
00 MAY 19 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

SOUVENIR AMERICA, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named THOMAS M. FITZPATRICK, located at 2842 N.E. 30th Street, City of Lighthouse Point, County of Broward, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.


THOMAS M. FITZPATRICK