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AUTHORIZATION :

*Patricia Pizzuto*

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ORDER DATE : June 7, 2000

ORDER TIME : 10:48 AM

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CUSTOMER NO: 9540A

CUSTOMER: Barry Billington, Esq  
JOHNSTON THOMAS & BILLINGTON  
JOHNSTON THOMAS & BILLINGTON  
Suite 301 Barnett Bank Bldg  
2335 East Atlantic Boulevard  
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: GIFT GIVERS OF AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT. 1158

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JUN - 7 AM 11:31

RECEIVED

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN - 7 PM 12:58

*JD*  
*06/07/00*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUN -7 PM 12: 58

ARTICLES OF INCORPORATION  
OF  
GIFT GIVERS OF AMERICA, INC.

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: GIFT GIVERS OF AMERICA, INC. The address of the principal office of this corporation shall be: 2335 East Atlantic Blvd., Suite 301, Pompano Beach, Florida 33062, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock at no par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2335 East Atlantic Blvd., Suite 301, Pompano Beach, Florida 33062 and the name of the initial registered agent of the corporation at that address is BARRY P. BILLINGTON.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

DAVID KWARTLER  
President

2256 Ivy Road  
Oceanside, CA 92054

ROBERT J. MITCHELL  
Secretary/Treasurer

3 Woodland Drive  
Woodbury, NY 11797

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATORS

The name and street addresses of the incorporators to these Articles of Incorporation:

DAVID KWARTLER  
2256 Ivy Road  
Oceanside, CA 92054

ARTICLE IX. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors initially. The name and street address of the initial members of the Board of Directors are as follows:

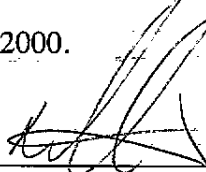
DAVID KWARTLER  
2256 Ivy Road  
Oceanside, CA 92054

ROBERT J. MITCHELL  
3 Woodland Drive  
Woodbury, NY 11797

IN WITNESS WHEREOF, the undersigned agents have hereunto set their seals on

5.28.00

, 2000.



DAVID KWARTLER

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN THE ARTICLES OF INCORPORATION

BARRY P. BILLINGTON, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



BARRY P. BILLINGTON

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -7 PM 12:58