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BLACKBURN & COMPANY, L.C.

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DENNIS L. BLACKBURN
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July 13, 2000

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

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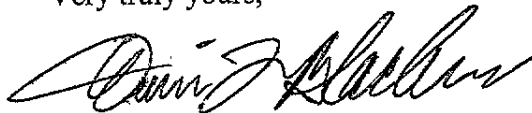
Re: Articles of Incorporation: Best Friends Cards & Gifts, Inc.

Dear Sirs or Madams:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above referenced corporation, along with the Certificate of Registration of Registered Agent. Also enclosed is our check in the amount of \$78.75 in payment of the filing fee, the Designation of Registered Agent fee and the fee for one (1) certified copy of the Articles of Incorporation.

Please return the certified copy of the Articles of Incorporation to the undersigned at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,



Dennis L. Blackburn

DLB:rd
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F. Chubb
JUL 19 2000

ARTICLES OF INCORPORATION
OF
BEST FRIENDS CARDS & GIFTS, INC.

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

ARTICLE I-NAME

The name of this Corporation is BEST FRIENDS CARDS & GIFTS, INC.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 1722 South 8th Street, Suite 1788, Fernandina Beach, Florida 32034.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Dennis L. Blackburn, Blackburn & Company, L.C., 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216.

ARTICLE V-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are Dennis L. Blackburn, Blackburn & Company, L.C., 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216.

ARTICLE VII-BYLAWS


The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

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TALLAHASSEE, FLORIDA

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of July, 2000.



Dennis L. Blackburn

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, BEST FRIENDS CARDS & GIFTS, INC., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent, in the State of Florida.

1. The name of the Corporation is BEST FRIENDS CARDS & GIFTS, INC.
2. The name and address of the registered agent and office are Dennis L. Blackburn, Blackburn & Company, L.C., 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216

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 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Dennis L. Blackburn
Date: July 12, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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