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American Business Accounting & Consulting Services Inc.  
Miami-Dade 305-594-9198 \* Brow. 954-761-3156 \* Fax 305-594-9947

00 JUL 26 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-07/14/00-01050-005  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

Department of State  
Tallahassee, FL.

July 12, 2000

RE: ARTICLES OF INCORPORATION.

Enclosed are Articles of Incorporation of GIFTS TO GO USA, INC.

A ck in the amount of \$78.50 is enclosed here with.

Please process at your earliest.

FILED  
00 JUL 26 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 19, 2000

AMERICAN BUSINESS ACCOUNTING & CONSULTING SERVICES, INC.  
7855 NW 12TH ST, SUITE 203  
MIAMI, FL 33126

SUBJECT: GIFTS TO GO USA, INC.  
Ref. Number: W00000018037

We have received your document for GIFTS TO GO USA, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of 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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 100A00039562

SEE ATTACHED

Articles of Incorporation  
Of  
**GIFTS TO GO USA, INC.**

FILED  
00 JUL 26 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The UNDERSIGNED Subscriber to these Articles of Incorporation is a natural person competent to contract and whom I hereby associate myself with to form a corporation under the laws of the State of Florida.

Article I

The name of the corporation shall be **GIFTS TO GO USA, INC.**

Article II

The corporation may engage in any and all lawful businesses, joint ventures, and projects and engage in any business(s) that are permissible under the United State and of the State of Florida.

Article III

The authorized capital of this corporation shall be 1,000 shares of common stocks of \$1.00 (one US dollar) par value.

Article IV

The principal place of corporation shall be: **11292 N.W. 65<sup>TH</sup> STREET, MIAMI, FL 33178**

Articles V

The initial registered agent and the incorporator for the corporation is:

**ASHOK KHYANI**  
**11292 N.W. 65<sup>TH</sup> STREET, MIAMI, FL 33178**

Article VI

The corporation shall not have less than one shareholder as provided by the by-laws. The number of directors may increase or decrease with the consent of all stockholders. The power to adopt, alter, amend or otherwise dissolve the corporation shall be vested to the Board of Directors.

Article VII

The following shall constitute the first Board of Directors and officers of the corporation:

Name	Position	Address
ASHOK KHYANI	PRESEDENT	11292 N.W. 65 <sup>TH</sup> STREET, MIAMI, FL 33178
KIRAN KHYANI	SECRETARY	11292 N.W. 65 <sup>TH</sup> STREET, MIAMI, FL 33178
SUSHILA KHYANI	TREASURER	11292 N.W. 65 <sup>TH</sup> STREET, MIAMI, FL 33178

Prepared by:

**BACS**  
7855 N.W. 12th Street, #, 203  
Miami, Florida 33126

Article VIII

The private property of the stockholder(s) shall not be subject to the payment of any corporate debt to any extent whatever.

Article IX

Subject to the provisions and conditions of this article, the corporation shall full power and lawful authority to accept properties, labor, and services in the lieu of payment of shares of its capital stock(s) at an appropriate evaluation to be fixed by the Board of Directors.

Article X

The director(s) of the corporation may transact business, borrow, lend, deal or contract with the corporation and with other person(s) competent and authorized to enter into contract to full extent but only subject to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Article XI

The corporation shall indemnify each director and officer of the corporation against all or any expenses reasonable incurred by them in connection with or arising out of any action, suit, or proceeding in which he/she may be involved, by reason of him/her being or having been the director or officer of the corporation, to the fullest extent permitted but subject only to the limitations and provisions of the laws of the State to Florida and laws of the United States.

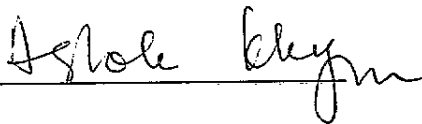
Article XII

The duration of the corporation shall be perpetual.

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICES OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
PROCESS MAY BE SERVED.

In pursuant to chapter 607.034 of the State of Florida statutes, the following is submitted:  
First, that **GIFTS TO GO USA, INC.** desires to incorporate under the laws of the State of Florida, with its principal office, as stated in the articles of incorporation, has named **ASHOK KHIYANI**, as an agent to accept services of process within this State.

Second, having been name to accept services of process for the corporation, at the place designated in this certification, I hereby agree to accept in this capacity and I further agree to comply with the provisions of all statutes relative to the complete and proper performance of my duties.



**GIFTS TO GO USA, INC.**  
**INCORPORATOR & REGISTERED AGENT**

FILED  
00 JUL 26 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA