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REFERENCE : 948944 81599A

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 78.75

ORDER DATE : December 29, 2000

ORDER TIME : 10:40 AM

ORDER NO. : 948944-005

CUSTOMER NO: 81599A

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CUSTOMER: Christopher Cathcart, Esq
Ossinsky & Cathcart, P.a.

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: ASD GIFTS, INC.

EFFECTIVE DATE: JANUARY 1, 2001

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 1130

EXAMINER'S INITIALS:

FILED
00 DEC 29 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/29

ARTICLES OF INCORPORATION

OF

ASD GIFTS, INC.

FILED
00 DEC 29 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

ASD GIFTS, INC.
7670 International Drive, Orlando, Florida 32819

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 7670 International Drive, Suite 118, Orlando, Florida 32819, and the name of its initial Registered Agent at that address is David Rofe.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Scott Allen	7670 International Drive, Suite 118 Orlando, Florida 32819
Avi Rofe	7670 International Drive, Suite 118 Orlando, Florida 32819
David Rofe	7670 International Drive, Suite 118 Orlando, Florida 32819

Article 7. Incorporators. The name and address of each Incorporator is as follows:

DAVID ROFE
7670 International Drive, Suite 118
Orlando, Florida 32819

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 11. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is January 1, 2001.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation
on this 10th day of December, 2000.



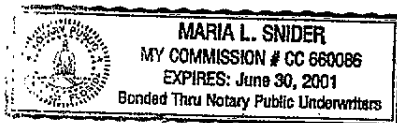
DAVID ROFE, Incorporator

STATE OF FLORIDA)

SS.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 10th day of December, 2000,
by DAVID ROFE, of ASD GIFTS, INC., a corporation, on behalf of the corporation, who is
personally known or produced as identification.





Notary Public MARIA L. SNIDER
My Commission expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ASD GIFTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7670 International Drive, Suite 118, Orlando, Florida 32819 has named DAVID ROFE, located at 7670 International Drive, Suite 188, Orlando, Florida 32819, as its agent to accept service of process within Florida.



DAVID ROFE

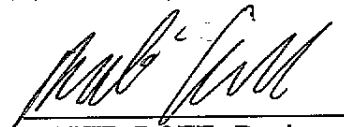
Incorporator

Title: Secretary

12/18/00

Date

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 state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



DAVID ROFE, Registered Agent

12/18/00

Date

FILED

00 DEC 29 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA