

Downtown Business Service

7345 Sandlake Rd. Suite 412, Orlando, FL. 32819

Tele: (407) 352-7006 / Fax: (407) 354-0470

PO1000027488

February 23, 2001

Secretary of State
Corporation Division of New Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: STUDIO CITY GIFTS, INC.

100003853801--2
-03/15/01--01041--004
*****78.75 *****78.75

Dear Sir/Ma'am:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is a check in the amount of \$78.75, representing payment of fees as follows:


Filing Fee	\$	35.00
Designation & Acceptance of Registered Agent		35.00
Certified Copy		8.75
Total		78.75

Please file the enclosed Articles of Incorporation and return the certified copy to the following address:

DOWNTOWN BUSINESS SERVICES
7345 Sand Lake Road, Suite #412
Orlando, FL 32819

Thank you for your attention in this matter.

Sincerely,


Renee Larsen
Office Manager

Enclosures: Articles of Incorporation (2)
Check # 2368 for \$78.75

FILED
01 MAR 13 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
STUDIO CITY GIFTS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is:

STUDIO CITY GIFTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5905 International Drive
Orlando, FL 32819

ARTICLE III - GENERAL NATURE

The general nature of the business to be transacted by this corporation is to engage in any and all business activities permitted under the laws of the State of Florida, including but not limited to translation, publishing and marketing.

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is five hundred (500) shares of common stock have a par value of \$ 1.00 per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Wail Katbeth
2310 Baesel View Drive
Orlando FL 32835

ARTICLE VI - DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be increased from time to time by the by-laws adopted by the stockholders but shall never be less than one. The people named as initial directors shall hold office for the first year of the existence of this corporation or until his successors are elected or appointed and have qualified whichever comes first.

The name of the initial director of this corporation and their street address are:

Wail Katbeth
2310 Baesel View Drive
Orlando FL 32835

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Wail Katbeth
2310 Baesel View Drive
Orlando FL 32835

ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of the filing of these articles.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Shareholder's Meeting by at least a majority of the stock entitled to vote, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

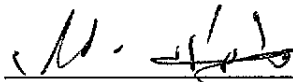
ARTICLE X - SECTION 1244

The subscriber desires the corporate stock be issued pursuant to Section 1244 of the Internal Revenue Code.

ARTICLE XI - OFFICERS

President Wail Katbeth
2310 Baesel View Drive
Orlando FL 32835

IN WITNESS WHEREOF the undersigned as incorporator has executed the foregoing Articles on this 22nd day of February 2001.

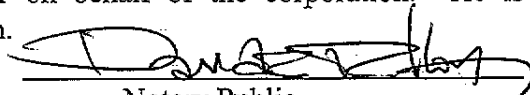


Wail Katbeth - Incorporator


STATE OF FLORIDA)

COUNTY OF ORANGE)

Wail Katbeth acknowledged the foregoing instrument before me this, the 22nd day of February, 2001 on behalf of the corporation. He is personally known to me and did not take an oath.



Notary Public

 David R Portlock
My Commission CC850299
Expires May 26, 2001

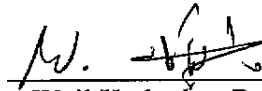
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

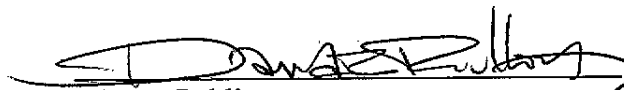
Having been named in these Articles of Incorporation as Registered Agent to accept service of process for the above named corporation, at the place designated in Article V, the undersigned accepts the designation as Registered Agent and agrees to act in this capacity and agrees to comply with the provision of Florida law relative to keeping the designated office open.



Wail Katbeth - Registered Agent

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this, the 22nd
day of February 2001. Wail Katbeth on behalf of the corporation. He
is personally known by me and did not take an oath.


Notary Public

 David R Portlock
My Commission CC650289
Expires May 26, 2001