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SPINNER DITTMAN FEDERSPIEL & DOWLING
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ROBERT A. DITTMAN, P.A.¹
DONALD C. DOWLING²
ROBERT W. FEDERSPIEL, P.A.

JOHN W. SPINNER (1927-1998)

¹ ALSO ADMITTED IN OHIO AND COLORADO
² ALSO ADMITTED IN NEW YORK AND ILLINOIS
FAMILY LAW AND CIRCUIT COURT
MEDIATOR AND ARBITRATOR

151 N.W. FIRST AVENUE
DELRAY BEACH, FLORIDA 33444
TELEPHONE (561) 276-2900
FACSIMILE (561) 276-5489

April 5, 2001

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

Re: GEM Giftwares, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of GEM Giftwares, Inc., together with my check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Certified Copy	43.75
TOTAL	<u>\$78.75</u>

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation.

Thank you for your kind attention.

Sincerely,

ROBERT W. FEDERSPIEL, P.A.

Robert W. Federspiel
Robert W. Federspiel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enc. 3

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**ARTICLES OF INCORPORATION
of
GEM Giftwares, Inc.**

The undersigned subscriber to these Articles of Incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is GEM Giftwares, Inc.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

To engage in the business of gift product sales, and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of ten dollar (\$10.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - Capital

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 21540 Campo Allegro Drive, Boca Raton, Florida 33433, and the name of the initial registered agent of this corporation is SAMUEL I. ISAACSON.

ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and address of the initial director signing these Articles is:

Samuel I. Isaacson
21540 Campo Allegro Drive
Boca Raton, FL 33433

ARTICLE VIII - Incorporator

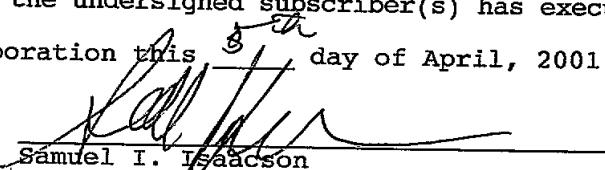
The name and address of the person signing these Articles is:

Samuel I. Isaacson
21540 Campo Allegro Drive
Boca Raton, FL 33433

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 5th day of April, 2001.



Samuel I. Isaacson

STATE OF FLORIDA

COUNTY OF PALM BEACH

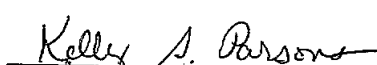
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SAMUEL I. ISAACSON, known to me and known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 5th day of April, 2001.



(SEAL)

Kelly S. Parsons
MY COMMISSION # CC687701 EXPIRES
February 1, 2002
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public
State of Florida
My commission expires:
Commission No.:

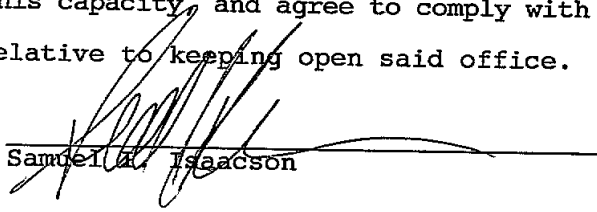
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that GEM Giftwares, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named SAMUEL I. ISAACSON, located at 21540 Campo Allegro Drive, City of Boca Raton, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Samuel I. Isaacson

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TALLAHASSEE, FLORIDA