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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN -3 PM 12: 36

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

SUBJECT: South Beach Gift and Novelty, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles
of incorporation for the above corporation and check in the
amount of \$ 70.00.

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-06/03/02--01038--006

*****70.00 *****70.00

FROM: Youssef Rkein
1021 S Park Road
Apt 111
Hollywood, Florida 33021

(954) 559-9595
Telephone Number

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jare (5)

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**ARTICLES OF INCORPORATION
OF
South Beach Gift and Novelty, Inc**

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

ARTICLE I NAME

The name of the Corporation shall be:

South Beach Gift and Novelty, Inc.

ARTICLE II PRINCIPAL OFFICE

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

1021 S Park Road
Apt 111
Hollywood, Florida 33021

Mailing Address:

1021 S Park Road
Apt 111
Hollywood, Florida 33021

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5,000 (FIVE THOUSAND) SHARES COMMON STOCK

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Youssef Rkein
1021 S Park Road
Hollywood, Florida 33021

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Youssef Rkein
1021 S Park Road
Hollywood, Florida 33021

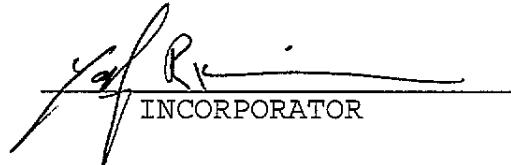
ARTICLE VI

The initial officers of the corporation shall be:

Youssef Rkein
1021 S Park Road
Hollywood, Florida 33021

President

The undersigned has (have) executed these Articles of Incorporation
this 28 day of May 2002.


INCORPORATOR

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

South Beach Gift and Novelty, Inc.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

Youssef Rkein
1021 S Park Road
Apt 111
Hollywood, Florida 33021

SIGNATURE 

TITLE PRESIDENT

DATE May 28, 2002

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

SIGNATURE 

DATE May 28, 2002