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TRANSMITTAL LETTER

September 3, 2002

State of Florida  
Department of State  
Corporation Division  
P. O. Box 6327  
Tallahassee, FL 32314

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-09/05/02--01068--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: MJ FASHIONS & GIFTS, INC.

Enclosed please find the original Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is a check for the amount stated below:

  X  \$ 70.00      Filing Fee  
      \$ 78.75      Filing Fee and Certified Copy

Thank you for your courtesies in this matter.

Sincerely,



JOSEPH G. EVANSTON  
Encl. (as stated)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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9-5-02  
WC

ARTICLES OF INCORPORATION

OF

MJ FASHIONS & GIFTS, INC.

ARTICLE 1. CORPORATE NAME

The name of this Corporation is MJ FASHIONS & GIFTS, INC., and its business address is 310 Main St., Dunedin, Florida 34698.

ARTICLE 2. NATURE OF BUSINESS

This corporation may engage in or transact: Retail Clothing and Gifts, as well as any lawful activity under the laws of Florida.

ARTICLE 3. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having no par value.

ARTICLE 4. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE 5. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office for this Corporation in the State of Florida shall be: JANE K. SWEENEY; 310 Main St., Dunedin FL 34698. The board of directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE 6. BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE 7. INITIAL DIRECTOR

The name(s) and street address(es) of the initial director(s) of this Corporation is (are), JANE K. SWEENEY, 6483 17th Terrace N., St. Petersburg, FL 33710. The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successor(s) is (are) elected or appointed and have qualified, whichever occurs first.

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SECRETARY OF STATE  
DIVISION OF CORPORATE  
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ARTICLE 8. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is JANE K. SWEENEY, 6483 17th Terrace N., St. Petersburg FL 33710.

ARTICLE 9. AMENDMENT

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 stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 10. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 11. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 3<sup>RD</sup> day of September, 2002.

  
Jane K. Sweeney  
INCORPORATOR

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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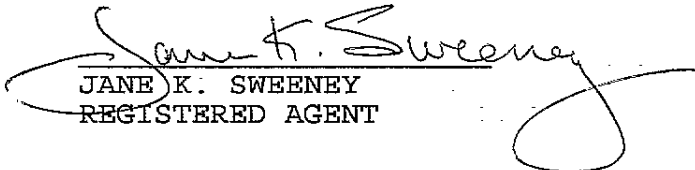
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, the following is  
submitted:

That MJ FASHIONS & GIFTS, INC., desiring to organize  
under the laws of the State of Florida has named JANE K.  
SWEENEY, located at 310 Main Street, Dunedin, FL 34698, as its  
agent to accept service of process within the state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
JANE K. SWEENEY  
REGISTERED AGENT