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GARY R. SASLAW
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September 6, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700007600857--5
-09/09/02-01063--025
*****78.75 *****78.75

Re: Souvenir Direct Inc.

Gentlemen:

Please find enclosed 2 executed originals of the Articles of Incorporation of Souvenir Direct Inc. I have also enclosed a check in the amount of \$78.75 to cover the following:

Filing Articles of Incorporation	\$ 35.00
Designation of Registered Agent	8.75
Certified Copy Fee	<u>35.00</u>
TOTAL	\$78.75

Please return a certified copy of the Articles of Incorporation in the envelope provided for your convenience. If you should have any questions, please feel free to contact me.

Sincerely yours,

GARY R. SASLAW, P.A.

Gary Saslaw

ckl:gs

Enclosures

Copy to: Mr. Howard Ullman, III

FILED
02 SEP -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 9/12

ARTICLES OF INCORPORATION
OF
SOUVENIR DIRECT INC.

FILED
02 SEP -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

Name

The name of this Corporation shall be SOUVENIR DIRECT INC.

ARTICLE 2

Principal Office

The principal place of business and mailing address of the corporation shall be 12535 Orange Drive, Suite 613, Building #6, Davie, Florida 33330-4304.

ARTICLE 3

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4

Capital Stock

The authorized capital stock, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>	<u>CLASS OF</u>
<u>AUTHORIZED</u>	<u>PER SHARE</u>	<u>STOCK</u>
7,500	\$1.00	Voting Common

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 20801 Biscayne Blvd., Suite 304, Aventura, Florida 33180-1422 and the name of the initial registered agent of this Corporation at that address is Gary R. Saslaw.

ARTICLE 6

Initial Board of Directors

The names and addresses of the initial directors of this Corporation are:

Howard Ullman, III
12535 Orange Drive
Suite 613, Building #6
Davie, Florida 33330-4304

The number of directors may be either increased or diminished from time to time as provided for by the By-Laws but shall never be less than one.

ARTICLE 7

Incorporator/Subscriber

The names and addresses of the persons signing these articles are:

Howard Ullman, III
12535 Orange Drive
Suite 613, Building #6
Davie, Florida 33330-4304

ARTICLE 8

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE 9

Indemnification

The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another

corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. The foregoing is subject to and shall not limited any rights granted to the Corporation by the Florida General Corporation Act.

ARTICLE 10

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 Incorporator/Subscriber has executed these Articles of Incorporation this 1st day of Sept, 2002.


HOWARD ULLMAN, III
Incorporator/Subscriber

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.

Dated: September 6th, 2002


GARY R. SASLAW, Registered Agent

FILED
02 SEP -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA