

PO2000132215

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(Address)

(City/State/Zip/Phone #)

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12/16/02--01021--003 \*\*78.75

EFFECTIVE DATE  
1-1-03

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 DEC 16 AM 10:08

F. C. 4232R DEC 18



December 9, 2002

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

**SUBJECT: Transmittal Letter - Proposed Corporation  
Gifts By Andrea, Inc.**

Dear Gentlemen:

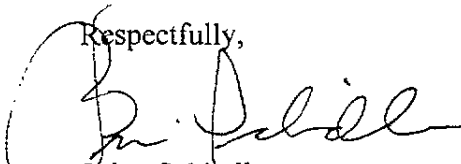
Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced proposed corporation and a check for:

**\$78.75 Filing Fee & Certified Copy**

FROM: Padgett Business Services  
P.O. Box 7644  
Pensacola, FL 32534-0644

If you have any question regarding this application, please contact us at (850) 505-0888. Thank you for your assistance.

Respectfully,



Brian Schindler  
President

Enclosures: 2 copies of Articles of Incorporation  
Check for \$78.75, payable to Florida Department of Revenue

## ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### ARTICLE I NAME

The name of the corporation shall be:

**GIFTS BY ANDREA, INC.**

### ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

**7000 PINE FOREST ROAD, SUITE C  
PENSACOLA, FL 32526**

EFFECTIVE DATE  
1-1-03

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 DEC 16 AM 10:08

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To engage in any legal and lawful business, or service.

To invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of.

To acquire, and pay for in cash, stock, bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of the corporate rights, privileges, or franchise of for any other lawful purpose of its incorporation: to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein and thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or government.

While the owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own capital stock except surplus of its assets over its liabilities including capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and foreign countries.

To do everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any amendment thereto, and to do any or all of the things herein before set forth to the same extent as natural persons might or could do. To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation or the nature of business or businesses authorized to be conducted by corporations under the laws of the State of Florida.

#### ARTICLE IV SHARES

The number of shares of stock available to be issued is:

**1,000**

#### ARTICLE V INITIAL OFFICERS/DIRECTORS

The name(s) and address(es):

**ANDREA MORGENSTERN      DIRECTOR, PRESIDENT, SECRETARY  
7000 PINE FOREST ROAD, SUITE C  
PENSACOLA, FL 32526**

**ALLAN MORGENSTERN      VICE-PRESIDENT, TREASURER  
7000 PINE FOREST ROAD, SUITE C  
PENSACOLA, FL 32526**

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

ANDREA MORGENSTERN  
7000 PINE FOREST ROAD, SUITE C  
PENSACOLA, FL 32526

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

BRIAN S. SCHINDLER  
PADGETT BUSINESS SERVICES  
P.O. BOX 7644  
PENSACOLA, FL 32534-0644

ARTICLE VIII - EFFECTIVE DATE

The start of business or effective date of the new corporation will be:

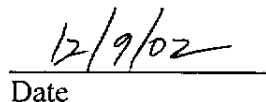
January 1, 2003

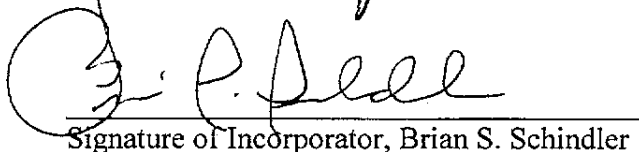
FILED  
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TALLAHASSEE, FLORIDA  
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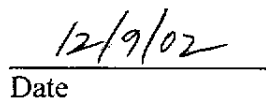
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Signature of Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature of Incorporator, Brian S. Schindler

  
\_\_\_\_\_  
Date