

**Electronic Articles of Incorporation
For**

**P03000007339
FILED
January 21, 2003
Sec. Of State**

SMILEY'S GIFT PALACE INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
SMILEY'S GIFT PALACE INC.

Article II

The principal place of business address:
729 NW 1 COURT
HALLANDALE BEACH, FL. 33009

The mailing address of the corporation is:
P.O. BOX 1183
HALLANDALE BEACH, FL. 33008

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
500

Article V

The name and Florida street address of the registered agent is:
TAMMI Y BERNOT
729 NW 1 COURT
HALLANDALE BEACH, FL. 33009

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: TAMMI Y. BERNOT

Article VI

The name and address of the incorporator is:

TAMMI Y. BERNOT
729 NW 1 COURT
HALLANDALE BEACH, FLORIDA 33009

Incorporator Signature: TAMMI Y. BERNOT

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: CEO
TAMMI Y BERNOT
729 NW 1 COURT
HALLANDALE BEACH, FL. 33009