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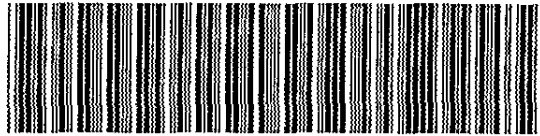
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

FILED
03 MAR 17 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GOODNERS CARDS & GIFTS INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATION NAME

The name of the corporation is:

GOODNERS CARDS & GIFTS INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	ROBERT WYMAN		
ADDRESS	3095 S. MILITARY TRAIL STE 5		
CITY	LAKE WORTH	FLORIDA	ZIP 33463-2108

The principal office, if known, or the mailing address of the corporation is:

NAME	GREGORY PIETROWSKI		
ADDRESS	14972 133 RD DRIVE NORTH		
CITY	JUPITER	FLORIDA	ZIP 33478

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	GREGORY PIETROWSKI		
ADDRESS	16972 133 RD. DRIVE NORTH		
CITY	JUPITER	STATE	FLORIDA ZIP 33478
NAME			
ADDRESS			
CITY		STATE	
NAME			
ADDRESS			
CITY		STATE	

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ROBERT WYMAN		
ADDRESS	3095 S. MILITARY TRAIL STE 5		
CITY	LAKE WORTH	STATE	FLORIDA ZIP 33463-2108
NAME			
ADDRESS			
CITY		STATE	
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12 day of MARCH, 20 03.

Robert Wyman (Seal)
 _____ (Seal)
 _____ (Seal)

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

*CERTIFICATE OF REGISTERED AGENT
OF*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GOODNERS CARDS & GIFTS INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 3095 D. Military Trail, Ste. 5
Lake Worth, Fl. 33463-2108

has named Robert Wyman

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Robert Wyman
(registered agent)