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(Requestor's Name)

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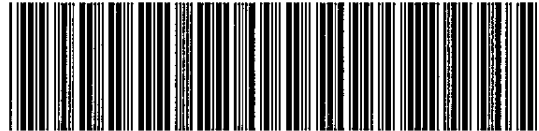
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04 MAR 16 AM 6:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TIRL

LARRY T. GRIGGS

ATTORNEY AT LAW, P.A.

200 MALAGA STREET, SUITE E ST. AUGUSTINE, FLORIDA 32084

TELEPHONE (904) 824-6189  
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March 11, 2004

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

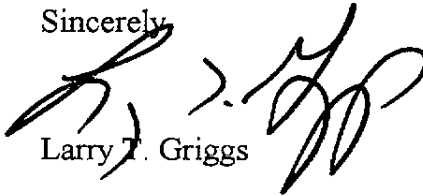
RE: COUCH POTATO ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed herewith please find Articles of Incorporation of COUCH POTATO ENTERPRISES, INC., INC. and a check payable to your office for the sum of \$78.75. Once the Articles are filed please mail me a certified copy.

Please contact me if you have any questions or if I may be of further assistance.

Sincerely,



Larry T. Griggs

LTG/tcw  
Enclosures: Articles of Organization  
Check

ARTICLES OF INCORPORATION  
OF  
COUCH POTATO ENTERPRISES, INC.

**FILED**

04 MAR 16 AM 6:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of the corporation is "COUCH POTATO ENTERPRISES, INC."

ARTICLE II

DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

CORPORATE PURPOSE

The purpose of this corporation is to engage in the selling of gift items and designing web sites and such other business activities, including the ownership of real and personal property, as are necessary or incidental to the operation of the business, or any other lawful business.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 100 common shares at \$1.00 par value per share.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is 35 Corona Road, Ponte Vedra Beach, Florida 32082.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

LAURIE WIZEMANN shall be the initial registered agent to accept service of process within this State and the initial registered office shall be 35 Corona Road, Ponte Vedra Beach, Florida 32082.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1) nor more than six (6). The name and address of the initial director, who is duly licensed to practice public accounting under the laws of the State of Florida, who shall hold office until his successors are elected and have qualified is as follows:

LAURIE WIZEMANN  
35 Corona Road  
Ponte Vedra Beach, Florida 32082

ARTICLE VIII

INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful

misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the board of directors, who shall be shareholders of the corporation but not officers or directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

#### ARTICLE IX

#### AMENDMENTS

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 shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, manifesting their intention that a certain amendment to the Articles of Incorporation be made.

WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 11 day of March, 2004.

  
LAURIE WIZEMANN  
Incorporator

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, LAURIE WIZEMANN, having been named as registered agent of COUCH POTATO ENTERPRISES, INC., agree to act in this capacity and to accept service of process for said corporation at the place designated in this certificate. I agree to comply with the provisions

of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the duties and obligations of registered agent for said corporation in accordance with Florida law.

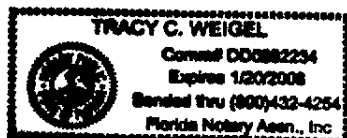
Dated March 11, 2004.

*Laurie Wizemann*

LAURIE WIZEMANN  
Registered Agent  
35 Corona Road  
Ponte Vedra Beach, Florida 32082

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 11 day of March, 2004 by LAURIE WIZEMANN, President of COUCH POTATO ENTERPRISES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification and did take an oath. ~~FL. DL #~~



*Tracy C. Weigel*  
Notary Public

*Tracy C. Weigel*  
(Print of Type Name of Notary)  
State of Florida at Large  
My commission expires: 1/20/2008