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2004 JUL 22 PM 1:50
TALLAHASSEE FLORIDA

7/22/04



THE NEWMAN GROUP, INC

6801 Lake Worth Road
Suite 119
Lake Worth, Florida 33467

Phone: 561-642-6999
Fax: 561-642-3377
Email: LBN@newmanadvisors.com

July 20, 2004

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

FILED
2004 JUL 22 PM 1:50
DEPT. OF STATE
TALLAHASSEE FLORIDA

To whom it may concern:

Subject : Palm Beach Gift Boxes, Inc.

I have enclosed the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 for the incorporation filing fee and Certificate of Status. The "filed" copy of the Articles of Incorporation are to be sent to:

Larry B. Newman
The Newman Group, Inc.
6801 Lake Worth Road
Suite 119
Lake Worth, Florida 33467

If you have any questions concerning this filing please call Larry B. Newman at 561-642-6999.

Sincerely,

Larry B. Newman
President

Articles Of Incorporation

of

Palm Beach Gift Boxes, Inc.

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2004 JUL 22 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation shall be Palm Beach Gift Boxes, Inc.

ARTICLE II

The initial street address of the principal office is 111 Venetian Lane, Royal Palm Beach, Florida 33411.

The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch offices and establishments at other places in the State of Florida or in other states of the United States.

ARTICLE III

The corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida including but not limited to the sale of gift boxes and other products for special occasions.

ARTICLE IV

The capital stock of the corporation shall consist of 100 shares of (\$1.00) par value common stock, payable in lawful money of the United States of America, or in property, labor or services. The capital stock shall be sold, assigned, issued and transferred only in accordance with such by-laws as the corporation may from time to time make, change, or alter, with a lien

reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation and which shall be a lien thereon superior to all other liens or claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

ARTICLE V

The names and addresses of each of the directors who, subject to the by-laws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

Harold Bruce

111 Venetian Lane
Royal Palm Beach, FL 33411

Lisa Bruce

111 Venetian Lane
Royal Palm Beach, Florida 33411

The number of directors of this corporation shall be one (2) initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VI

The name of the initial registered agent of the corporation is Lisa Bruce, and the street address of the registered office of the corporation shall be at 111 Venetian Lane, Royal Palm Beach, FL 33411

ARTICLE VII

The name and address of the incorporator is as follows:

Lisa Bruce

111 Venetian Lane
Royal Palm Beach, FL 33411

ARTICLE VIII

The officers of this corporation shall be established and shall hold office as provided in the by-laws of this corporation.


ARTICLE IX

The regulation of the business and the conduct of the affairs of this corporation, and the provisions creating, dividing, limiting or otherwise affecting the powers of this corporation, and the fixing of compensation for the officers of this corporation whether such officers be directors or not, are vested in the Board of Directors, whose powers are set forth in the Articles of Incorporation and in the By-laws of this corporation. Authority to alter, amend, change or otherwise affect these Articles of Incorporation, the affairs of the corporation, or in any way to change the nature of the organization, the personnel, or the conduct of the business shall be granted by and through the power set forth in these Articles of Incorporation and in the By-laws of this corporation and as provided by law.

ARTICLE X

Every director or officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of this duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of July 2004.



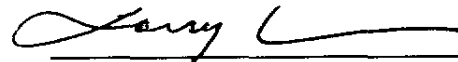
Lisa Bruce

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this day personally appeared before me, a Notary Public, in and for the State of Florida at Large, Lisa Bruce, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Lake Worth, Florida, this 20th day of July 2004.



Notary Public

My Commission expires:



Larry Newman
My Commission DD263341
Expires February 28, 2008

CERTIFICATE DESIGNATING REGISTERED OFFICE

REGISTERED AGENT

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Palm Beach Gift Boxes, Inc. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 111 Venetian Lane, Royal Palm Beach, Florida 33411, does hereby designate Lisa Bruce, as its registered agent at said address to accept service of process within this state.



Lisa Bruce
Incorporator

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Lisa Bruce
Registered Agent

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2004 JUL 22 PM 1:50
CLERK OF STATE
TALLAHASSEE FLORIDA