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SECRET
DIVISION

KENLEY GIFTS & BOOKS, INC.

4175 N. Pine Island Road
Sunrise, Florida 33351

TELEPHONE NUMBER (954) 578-4990
FACSIMILE NUMBER 954) 578-4992

July 23, 2004

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for
Kenley Gifts & Books, Inc.

Dear Sir or Madam:

I have enclosed the Articles of Incorporation for Kenley Gifts & Books, Inc.
together with our company's check in the amount of \$35.00 to cover the filing fees for the
corporation and \$35.00 to cover the Registered Agent Designation for the corporation for a total of
\$70.00.

Thank you in advance for your immediate attention to this matter. If you should have any
questions or need any additional information, please do not hesitate to contact me at (954) 578-5344.

Very Truly Yours,


Reckel J. Ferguson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE RECORDS
04 AUG -3 PM 3:34

HCS/rjf)

Enclosures: Original Articles of Incorporation for Kenley Gifts & Books, Inc.
Kenley Gifts & Books, Inc., Check or Money Order #2525 in the amount of
\$70.00

ARTICLES OF INCORPORATION

OF

Kenley Gifts & Books, Inc.

Pursuant to the Florida General Corporation Act, **Kenley Gifts & Books, Inc.** adopts the following Articles of Incorporation:

ARTICLE ONE NAME

The name of this corporation is **Kenley Gifts & Books, Inc.** ("Corporation").

ARTICLE TWO DURATION

The period of duration for this Corporation is perpetual.

ARTICLE THREE PURPOSE

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, class, with a Twenty Dollar (\$20.00) par value for each share.

ARTICLE FIVE INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent are as follows:

Reckel J. Ferguson
4175 N. Pine Island Road
Sunrise, Florida 33351

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SECRETARY
DIVISION OF REVENUE
FLORIDA

**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

4175 N. Pine Island Road
Sunrise, Florida 33351

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

This Corporation shall have Four. (4) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

Reckel J. Ferguson	Cyril Ferguson	Patti Ferguson	Linda Ciasnoha
4305 Reflections Blvd	20820 NW 36 th Ave	4305 Reflections Blvd	8859 SW 49 th St.
North-#102	Opa Locka, FL 33056	North-#102	Ft. Lauderdale, FL
Sunrise, FL 33351		Sunrise, FL 33351	33351

**ARTICLE EIGHT
INCORPORATORS**

The name and address of the Incorporator signing these Articles of Incorporation is:

Reckel J. Ferguson
4305 Reflections Blvd North-#102
Sunrise, FL 33351

**ARTICLE NINE
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

ARTICLE ELEVEN AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

ARTICLE TWELVE INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE THIRTEEN SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE FOURTEEN REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE FIFTEEN INFORMAL ACTION OF DIRECTORS

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE SIXTEEN RESTRICTIONS ON TRANSFER OF STOCK

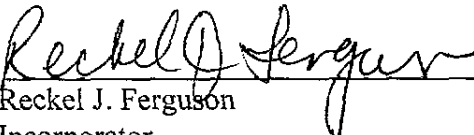
Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,

This 23rd day of July 2004.

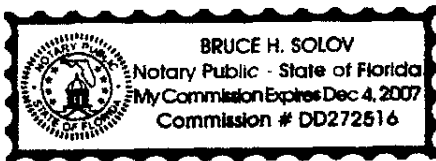

Reckel J. Ferguson
Incorporator

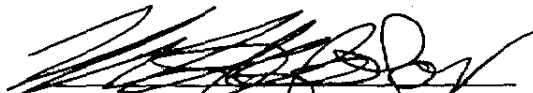
STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Reckel J. Ferguson re, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,

this 23rd day of July 2004.




NOTARY PUBLIC
My Commission Expires: 12-4-07

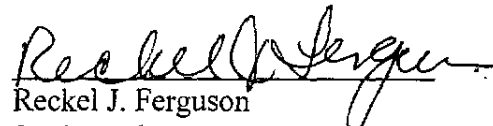
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Kenley Gifts & Books, Inc., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Reckel J. Ferguson as its registered agent to accept service of process within the State of Florida with its registered office at 4175 N. Pine Island Road ~ Sunrise Florida 33351.

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 23rd day of July 2004


Reckel J. Ferguson
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS