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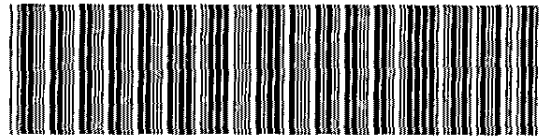
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 SEP 27 PM 2:44

PR 9/28

SLOTT & BARKER

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

334 EAST DUVAL STREET
JACKSONVILLE, FLORIDA 32202-2718
TELEPHONE (904) 353-0033
TELECOPIER (904) 355-4148

ARNOLD H. SLOTT, P.A.*
E-mail: ahsloott@bellsouth.net

EARL M. BARKER, JR., P.A.
E-mail: embarker@bellsouth.net

TERENCE G. VANE, JR.
E-mail: tgvane@bellsouth.net

* CERTIFIED CIRCUIT CIVIL MEDIATOR

September 20, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32313

Re: Phil's Gifts & Accessories, Inc.

Ladies and Gentlemen:

I enclose the following:

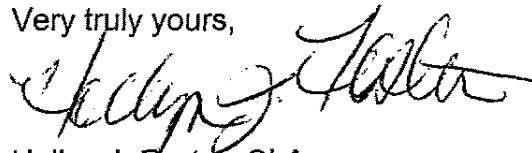
1. Original and one copy of Articles of Incorporation of Phil's Gifts and Accessories, Inc.;
2. Certificate naming Registered Agent, etc.;
3. Check payable to the Secretary of State in the amount of \$78.75 to cover the following:

Filing fee-	\$ 35.00
Registered Agent	
Designation-	\$ 35.00
Certified copy of Articles	<u>8.75</u>

Total \$ 78.75

Please return the documents to me at the above referenced address. Thank you for your assistance.

Very truly yours,



Hollyn J. Foster, CLA
Certified Legal Assistant

:hjf
Enclosures

**ARTICLES OF INCORPORATION
OF
PHIL'S GIFTS & ACCESSORIES, INC.**

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

**ARTICLE I
NAME**

The name of the corporation is Phil's Gifts & Accessories, Inc.

**ARTICLE II
CORPORATE ADDRESSES**

The principal office of the corporation is 2838 Spanish Cove Trail, Jacksonville, FL 32257 and its mailing address is 2838 Spanish Cove Trail, Jacksonville, FL 32257 at the time of execution of these Articles.

**ARTICLE III
PURPOSE**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is 1000 shares, of a par value of \$0.01 per share, all of which shares shall be designated common shares.

**ARTICLE V
PERPETUAL EXISTENCE**

This corporation is to exist perpetually.

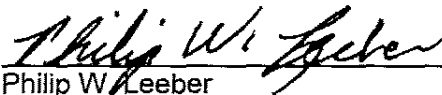
**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office is Slott & Barker, 334 E. Duval Street, Jacksonville, FL 32202 and the name of its initial registered agent at such address is Earl M. Barker, Jr.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is: Philip W. Leeber, 2838 Spanish Cove Trail, Jacksonville, FL 32257.

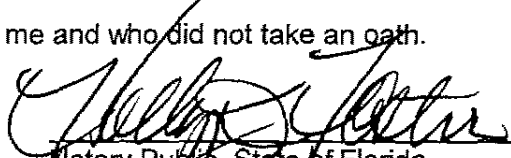
DATED at Jacksonville, Florida on September 17th, 2004


Philip W. Leeber

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of September, 2004,
by Philip W. Leeber, who is personally known to me and who did not take an oath.


Notary Public, State of Florida
My commission expires:

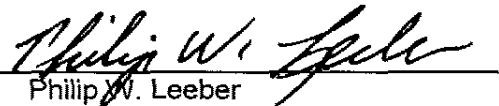
HOLLYN J. FOSTER
Notary Public, State of Florida
My comm. expires Oct. 9, 2005
Comm. No. DD 061937

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

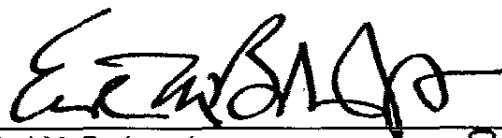
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Phil's Gifts and Accessories, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2838 Spanish Cove Trail, Jacksonville, FL 32257, has named Earl M. Barker, Jr., located at 334 E. Duval Street, Jacksonville, FL 32202, as its agent to accept service of process within Florida.

Phil's Gifts and Accessories, Inc.

By: 
Philip W. Leeber
Its Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Earl M. Barker, Jr.
Resident Agent

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