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LAW OFFICE OF

RICHARD M. KNELLINGER, P. A.

RICHARD M. KNELLINGER

KNELLINGER BELLSOUTH.NET
TELEPHONE (352) 373-3334
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2815 NORTHWEST THIRTEENTH STREET BANK OF AMERICA BUILDING, SUITE 305 GAINESVILLE, FLORIDA 32609-2865

January 18, 2005

Secretary of State Division of Corporations 409 E. Gaines Street Post Office Box 6327 Tallahassee, Florida 32314

Re: THOUGHT-FULL GIFTS, INC.

Dear Sir or Madam:

Enclosed are the following in connection with the above-referenced corporation:

- 1. Original executed Articles of Incorporation; and
- 2. Our check in the amount of \$78.75.

Please return the Certificate and a copy of the Articles to this office after filing.

Thank you for your consideration in this matter.

Sincerely,

Richard M. "Rick" Knellinger

RMK/cd

Enclosures (2): as stated above

cc: Lori Muse

ARTICLES OF INCORPORATION

OF

THOUGHT-FULL GIFTS, INC.



The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

The name of the Corporation is THOUGHT-FULL GIFTS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is ten thousand (10,000). Such shares shall be of a single class, and shall have a par value of one cent (\$.01) per share.

ARTICLE V

The street address of the initial registered office of the corporation is: 4216 NW 69th Street, Gainesville, Florida 32606 and the name of its initial registered agent at such address is: Lori A. Muse.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the person who is to serve as the sole member of the initial board of directors is: Lori A. Muse, of 4216 NW 69th Street, Gainesville, FL 32606.

ARTICLE VII

The name and address of the incorporator is:

Lori A. Muse 4216 NW 69th Street Gainesville, Florida 32606

The address of the principal place of business is:

4216 NW 69th Street Gainesville, Florida 32606

Executed by the undersigned at Gainesville, Florida this 13 day of 2005.

LORI A. MUSE

ACCEPTANCE AS REGISTERED AGENT

I, LORI A. MUSE, the undersigned, do hereby accept designation as Registered Agent for the above-named corporation.

ORIA MUSE