

9950000 7449

DAVID R. ELLIS
ATTORNEY AT LAW

BAY PROFESSIONAL CENTER
1233 EAST BAY DRIVE
LARGO, FLORIDA 33641
TEL. (813) 531-1111
FAX (813) 531-5088
PATENT COUNSEL:
JOSEPH C. MASON, JR.

COMPUTER LAW
CORPORATION AND
BUSINESS LAW
COPYRIGHTS & TRADEMARKS
LICENSING & FRANCHISING
ENTERTAINMENT LAW
CONTRACT LAW

January 23, 1995

Secretary of State
Florida Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

000001389730
-01/26/95--01026--001
*****70.00 *****70.00

Re: GREETING CARD OUTLET III, INC.

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned Florida Corporation. Also enclosed is a check in the amount of \$70.00 representing payment of the following:

Filing Fee:	\$35.00
Registered Agent Fee:	\$35.00

Please file the enclosed Articles of Incorporation and return a copy stamped filed to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,


David R. Ellis

DRE:jm

Enclosures

FILED
1995 JAN 25 AM 10 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CH. 1995

ARTICLES OF INCORPORATION
OF
GREETING CARD OUTLET III, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:
GREETING CARD OUTLET III, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 10,000 shares of common stock with a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

FILED
1955 JUN 25 10 19 38
SECRET
TELETYPE

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

5225 4th Street N.
Pinellas County
St. Petersburg, FL 33702

and the name of the initial registered and resident agent of this Corporation at that address is Kevin Gary Dwyer.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

5225 4th Street N.
Pinellas County
St. Petersburg, FL 33702

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTOR

The name and street address of the first Board of Directors who shall hold office until his successors are elected and have qualified are as follows:

Kevin Gary Dwyer
5225 4th Street N.
St. Petersburg, Florida 33702

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles is as follows:

Kevin Gary Dwyer
5225 4th Street N.
St. Petersburg, Florida 33702

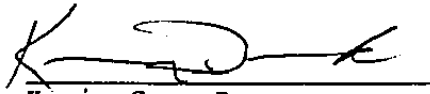
ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE IX - AMENDMENT

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 stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on January 16, 1995.


Kevin Gary Dwyer

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.


Date: 1-16-95



Kevin Gary Dwyer

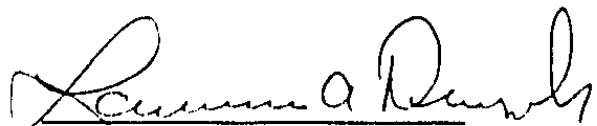
CONSENT

GREETING CARD OUTLET II, INC., a Florida corporation, hereby
consents to the incorporation and use of the corporate name
GREETING CARD OUTLET III, INC. by Kevin Gary Dwyer.


Lawrence A. Dwyer, Jr.

CONSENT

GREETING CARD OUTLET, INC., a Florida corporation, hereby
consents to the incorporation and use of the corporate name
GREETING CARD OUTLET III, INC. by Kevin Gary Dwyer.


Lawrence A. Dwyer, Sr.

FILED
1995 JAN 25 AM 10:38
SECRETARY OF STATE
TALLAHASSEE