

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

**csc networks**

800-342-8086

**P95000008067**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 533022 9052A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 31, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 533022

CUSTOMER NO: 9052A

CUSTOMER: Robert W. Darnell, esq  
DAVIS PERSSON SMITH & DARNELL

Suite 406  
2033 Main Street  
Sarasota, FL 34237

7000001393857  
-01/31/95--01042--023  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
95 JAN 31 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

**P95000008067**

NAME: GIFT OF LOVE, INC.

RECEIVED  
95 JAN 31 AM 11:37  
DIVISION OF CORPORATION

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

*Th*  
1-31-95  
02/A

ARTICLES OF INCORPORATION  
OF  
GIFT OF LOVE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

GIFT OF LOVE, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this

Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

#### ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 2841 Grand Cayman Street, Sarasota, Florida 34231.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 2841 Grand Cayman Street, Sarasota, Florida 34231 and the registered agent at such office is Deborah A. Miles.

#### ARTICLE VII - DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Deborah A. Miles  
2841 Grand Cayman Street  
Sarasota, FL 34231

John Miles  
2841 Grand Cayman Street  
Sarasota, FL 34231

Mark Pena  
963 S. Osprey Avenue  
Sarasota, FL 34236

Susan Pena  
963 S. Osprey Avenue  
Sarasota, FL 34236

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these  
Articles of Incorporation is:

Deborah A. Miles  
2841 Grand Cayman Street  
Sarasota, FL 34231

The undersigned has executed these Articles this 26<sup>th</sup>  
day of January, 1995.

Deborah A. Miles  
DEBORAH A. MILES

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for GIFT OF LOVE, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Jan 26, 1995  
Date

Deborah A. Miles  
DEBORAH A. MILES, Registered  
Agent

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