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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD

ATTORNEYS AND COUNSELORS AT LAW

POST OFFICE BOX 1800

800 FLEMING STREET

KEY WEST, FLORIDA 33041-1800

JOHN M. SPOTTSWOOD, JR.  
WILLIAM B. SPOTTSWOOD

OF COUNSEL:

JOHN M. SPOTTSWOOD (1920-1978)

March 21, 1995

TELEPHONE

305 - 294 - 9556

TELECOPIER

305 - 292 - 1982

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

100001441071  
-03/28/95--01037--016  
\*\*\*\*122.50 \*\*\*\*122.50


RE: DOLPHIN GIFTS, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for JILL'S DOLPHIN GIFTS, INC., a Florida Corporation, together with my check in the amount of \$122.50 for filing same. Kindly return a certified copy to the undersigned at the letterhead address.

If you have any questions or require additional information, please contact me or my secretary, Melinda. Thanking you for your assistance in this matter, I am

Sincerely,

  
WILLIAM B. SPOTTSWOOD

/mr

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 27 PM 10:11

KAN 3-29

95 MAR 27 PM 10:11

ARTICLES OF INCORPORATION

FIRST: The name of this corporation is:

DOLPHIN GIFTS, INC.

SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

FOURTH: The name and address of the initial registered agent of this corporation is: William B. Spottswood whose address is 500 Fleming Street, Key West, Florida 33040.

FIFTH: The name and address of the initial director is: Jill Shaddow whose address is 500 Truman Avenue, Suite E, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.

SIXTH: The name and address of the incorporator of this corporation is: Jill Shaddow whose address is 500 Truman Avenue, Suite E, Key West, Florida 33040.

SEVENTH: This corporation shall indemnify its officer, directors, employees and agents to the full extent permitted by law.

EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

**NINTH:** The principal address of the corporation is 500 Truman Avenue, Suite E, Key West, Florida 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of March, 1995.

Incorporator:

Jill A. Shaddow  
JILL SHADOW

STATE OF FLORIDA

COUNTY OF MONROE

8th The foregoing instrument was acknowledged before me this day of March, 1995, by Jill Shaddow who is personally known to me.

Melinda Roberts  
NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL  
MELINDA ROBERTS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. C230763  
MY COMMISSION EXP. SEPT 26, 1996

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

William B. Spottswood  
WILLIAM B. SPOTTSWOOD