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* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

May 15, 1995

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-05/16/95--01139--010
****122.50 ****122.50

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: GSB RETAIL OF KISSIMMEE, INC.

Dear Sirs:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

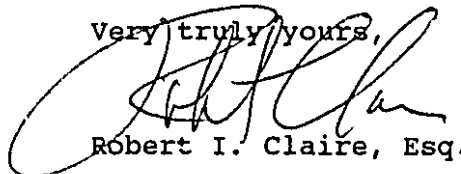
Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,



Robert I. Claire, Esq.

RIC/cg
Enclosures/chk.

MAY 17 1995 BSB

FILED
95 MAY 16 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GSB RETAIL OF KISSIMMEE, INC.

FILED
95 MAY 16 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

GSB RETAIL OF KISSIMMEE, INC.
2433 So. Hiawassee Rd.
Orlando, FL 32835

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To own and operate a retail Hallmark card and gift store.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 2433 So. Hiawassee Rd. Orlando, FL 32835 and the name of its initial Registered Agent at that address is Gregory H. Brown.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Gregory Brown, Director	2433 So. Hiawassee Rd. Orlando, FL 32835
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ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Gregory Brown, President	2433 So. Hiawassee Rd. Orlando, FL 32835
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Suzanne J. Brown, Secretary	2433 So. Hiawassee Rd. Orlando, FL 32835
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ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

Gregory Brown 2433 So. Hiawassee Rd.
Orlando, FL 32835

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 11th day of May, 1995.


Gregory Brown

STATE OF FLORIDA

COUNTY OF

The foregoing instrument was acknowledged before me this 11th day of May, 1995, by Gregory H. Brown, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

My commission expires:


NOTARY PUBLIC



LAURA H. MCNERNEY
My Commission CC429954
Expires Dec 28, 1998
Bonded by HAI
800-422 1555

FILED

95 MAY 16 PM 4: 54

ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent of GSB RETAIL OF KISSIMMEE, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 11th day of May, 1995.


Gregory H. Brown
Registered Agent