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ACCOUNT NO. : 072100000032

REFERENCE : 663259 128232A

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : August 17, 1995

ORDER TIME : 11:56 AM

ORDER NO. : 663259

CUSTOMER NO: 128232A

CUSTOMER: Dennis Solomon, Esq
DENNIS M. SOLOMON, P.A.

Suite 304
760 U.S. Highway One
North Palm Beach, FL 33408

RECEIVED 128232A
08/17/95 - 10:00:00
*****70.00 *****70.00

FILED
95 AUG 17 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GIFTS BY DESIGN, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN

AUG 18 1995

95 AUG 17 PM 2:01
TALLAHASSEE, FLORIDA

FILED
95 AUG 17 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GIFTS BY DESIGN, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida under Chapter 607, 1993, as amended:

**Article I
NAME**

The name of the corporation (the "Corporation") is Gifts By Design, Inc. The street address of the initial principal office and the mailing address of the Corporation is 3636 Adler Drive, H-3, West Palm Beach, FL 33417.

**Article II
DURATION**

This Corporation is to commence its corporate existence on the date these Articles are filed with the Secretary of State's office, State of Florida, and shall exist perpetually thereafter until dissolved according to law.

**Article III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**Article IV
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of no par value stock. All such stock shall have unlimited voting rights.

**Article V
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 706 U.S. Highway One, Suite 304, North Palm Beach, FL 33408 and the name of the initial registered agent of this Corporation at that address is Dennis M. Solomon, P.A.

Article VI
INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of its Board of Directors (the "Board"). This Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation.

The names and street addresses of the directors who shall hold office until their successors are duly elected or appointed are:

Deborah G. Branney 3636 Adler Dr., H-3
 West Palm Beach, FL 33417

Stephen Branney 3636 Adler Dr., H-3
 West Palm Beach, FL 33417

Article VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

Article VIII
BYLAWS

The power to adopt, alter, amend, or repeal bylaws of the Corporation shall be vested in its Board of Directors.

Article IX
INCORPORATOR

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

Dennis M. Solomon 760 U.S. Highway One, Suite 304
 North Palm Beach, FL 33408

**Articles X
POWERS**

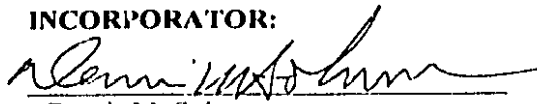
This Corporation shall have all of the powers available to corporations incorporated under the laws of the State of Florida, including, but not limited to, those set forth in Florida Statute 607.0302, 1993, as amended

**Article XI
MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors of the Corporation may participate in meetings of the Board by means of telephone conference calls and may lawfully adopt corporate resolutions by unanimous written consent of the members of the Board, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 th day of August, 1995.

INCORPORATOR:

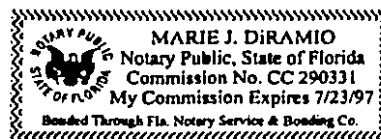

Dennis M. Solomon

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 14th day of August, 1995, by Dennis M. Solomon, ✓ who is personally known to me or _____ who produced identification in the form of _____.


NOTARY PUBLIC

Seal and Serial no. : _____



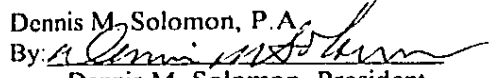
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, 1993, as amended, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida, as follows:

1. The name of the corporation is: Gifts By Design, Inc.
2. The name and address of the registered agent and office of the corporation is:
Dennis M. Solomon, P.A.
(NAME)
760 U.S. Highway One, Suite 304
(Street Address- P.O. Box not acceptable)
North Palm Beach, FL 33408
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS/ITS POSITION AS REGISTERED AGENT.

Dennis M. Solomon, P.A.
By: 
Dennis M. Solomon, President

Dated: August 14, 1995