

P9600001516

DICESARE & DAVIDSON, P.A.

205 SOUTH FLORIDA AVENUE • LAKELAND, FLORIDA 33801  
P.O. DRAWER 2278 • LAKELAND, FLORIDA 33806

FILED

95 DEC 29 AM 3:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEFACSIMILE  
(941) 688-4430

PATT. DICESARE II, ESQUIRE  
E. TAYLOR DAVIDSON, ESQUIRE

December 27, 1995

Sandra B. Mortham  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

00001674750  
-01/02/96--01027--001  
\*\*\*\*112.50 \*\*\*\*112.50

In Re: Articles of Incorporation of  
SFP Gifts, Inc.  
Our File No.: 91.1355

EFFECTIVE DATE  
12.22.95

Dear Ms. Mortham:

Attached you will find the original and one copy of the Articles of Incorporation of SFP Gifts, Inc. to be filed with your office. Also enclosed you will find check #10682 in the amount of \$112.50 for the filing fee. Please file the Articles of Incorporation and return a copy to my office upon completion. I have enclosed a pre-paid, self-addressed envelope for your convenient return of same.

If you have any questions, please feel free to contact my office.

Very truly yours,

E. TAYLOR DAVIDSON

SIGNED IN MR. DAVIDSON'S  
ABSENCE TO AVOID DELAY

ETD:as  
Enclosures

cc: William J. Eickenberg

OK JAN-8 1996

ARTICLES OF INCORPORATION  
OF  
SFP GIFTS, INC.

**FILED**  
95 DEC 29 AM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

EFFECTIVE DATE

The name of this corporation is SFP GIFTS, INC.

12-22-95

ARTICLE II. PURPOSE

The corporation is organized for the purpose of conducting any and all lawful business and for the sale of novelties and gifts.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100 common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation is to begin upon the date of subscription of these Articles and shall continue perpetually thereafter.

ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 11206 Satellite Blvd., Orlando, Florida 32837. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 11206 Satellite Blvd., Orlando Florida 32837 and the name of the corporation's initial registered agent at that address is William J. Eickenberg. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided by the bylaws. Directors shall only be elected by the common stock.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or

more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether such a quorum is present, and in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX. ORIGINAL DIRECTOR

The name and address of each member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
William J. Eickenberg	11206 Satellite Blvd. Orlando, Florida 32837

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATOR

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

<u>Name</u>	<u>Address</u>	<u>Initial Percentage Ownership</u>
William J. Eickenberg	11206 Satellite Blvd. Orlando, Florida 32837	100%

XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said Act:

THAT SFP GIFTS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named William J. Eickenberg, located at 11206 Satellite Blvd., City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within the State.

By:   
William J. Eickenberg  
Subscriber

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
William J. Eickenberg, Reg. Agent

12/22/95  
Date

the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

FILED  
95 DEC 29 AM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*William John Eickenberg*  
WILLIAM JOHN EICKENBERG

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared **William J. Eickenberg**, to me known to be the persons described as incorporators, in and who executed the foregoing Articles of Incorporation, and **William J. Eickenberg** acknowledged before me he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 22nd day of December, 1995.

*Alleana B. Sutton*  
Notary Public

Alleana B. Sutton  
Typed or Print Name

My commission expires **ALLENA B. SUTTON**  
Notary Public, State of Florida  
My comm. expires Jan. 26, 1997  
Comm. No. CC255434

P96000001516

LAW OFFICES

DICESARE & DAVIDSON, P.A.

205 SOUTH FLORIDA AVENUE • LAKELAND, FLORIDA 33801

P.O. DRAWER 2278 • LAKELAND, FLORIDA 33806

PAT T. DICESARE II, ESQUIRE  
E. TAYLOR DAVIDSON, ESQUIRE

TELEPHONE  
(941) 688-4433

TELEFACSIMILE  
(941) 688-4430

January 9, 1996

Sandra B. Mortham  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**ATTENTION: PAMELA HALL**

In Re: Articles of Incorporation of  
SFP Gifts, Inc.  
Our File No.: 91.1355

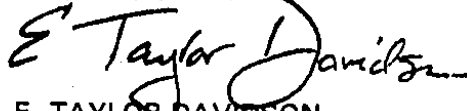
600001698436  
-01/25/96--01098--008  
\*\*\*\*\*10.00 \*\*\*\*\*10.00

Dear Ms. Mortham:

Attached you will find my firm check #10747 in the amount of \$10.00, a copy of your letter dated January 5, 1996, (document #P96000001516 and Letter #596A00000667) and a filed, stamped copy of the Articles of Incorporation relative to the above-referenced matter.

If you have any questions, please feel free to contact my office.

Very truly yours,




E. TAYLOR DAVIDSON

SIGNED IN MR. DAVIDSON'S  
ABSENCE TO AVOID DELAY

ETD:as  
Enclosures

cc: William J. Eickenberg







**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

January 5, 1996

**E. TAYLOR DAVIDSON, ESQ.**  
**DICESARE & DAVIDSON, P.A.**  
**205 S FLORIDA AVE**  
**LAKELAND, FL 33801**

**SUBJECT: SFP GIFTS, INC.**  
**Ref. Number: P96000001516**

The Articles of Incorporation for SFP GIFTS, INC. were filed on December 29, 1995, effective on December 22, 1995, and assigned document number P96000001516. Please refer to this number whenever corresponding with this office.

However, your check for \$112.50 was not sufficient to cover the filing fees and the cost of a certified copy. Therefore, your request could not be completed.

If you will return a check in the amount of \$10.00, with a copy of this letter and a filed stamped copy of the document, if available, your request will be promptly handled.

A corporation annual report will be due this office between January 1 and May 1 of next year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,  
Pamela Hall  
Document Specialist  
New Filings Section  
Division of Corporations

Letter Number: 596A00000667