

P96000039664

LAW OFFICE, P.A.  
ERIC P. LITTMAN, P.A.  
1400 BRICKELL AVENUE  
EIGHTH FLOOR  
MIAMI, FLORIDA 33131

MARK J. BRYN  
OF COUNSEL

April 29, 1996

TEL: (305) 378-3388  
FAX: (305) 378-0880

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

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
4444900100 4444900150

Re: Articles of Incorporation

Gentlemen:

Enclosed please find two original Articles of Incorporation for the following:

1. Sharon Real Estate Consultants Corp.
2. Ira Fund Brokers Corp.
3. Turnberry Gourmet Meats Corp.
4. Florida Gift Baskets Corp.

Please return a certified copy of each to our office. Enclosed is a check in the amount of \$490 to cover the fees.

Very truly yours,



Eric P. Littman

EPL/ijc

Enclosures

I:\WP60\SEC.LET

DMP  
5-8-96

FILED  
96 MAY -3 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FLORIDA GIFT BASKETS CORP.**

**FILED**  
96 MAY -3 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is Florida Gift Baskets Corp.

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$.001 par value.

**ARTICLE V  
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 1428 Brickell Avenue, 8th Floor, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI  
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

The number of persons constituting the Initial Board of Directors shall be 1. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the Initial Board of Directors and officers are as follows:

Marla Pineda  
158 S.W. 131 Place Circle North  
Miami, FL 33184

President/Director

#### **ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

#### **ARTICLE VIII AMENDMENT OF BYLAWS**

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

#### **ARTICLE IX SHAREHOLDERS**

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X**  
**LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI**  
**SUBSCRIBER**

The name and address of the person signing these Articles of Incorporation as subscriber is:

Eric P. Littman  
8th Floor  
1428 Brickell Avenue  
Miami, FL 33131

**ARTICLE XII**  
**CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XIII**  
**RESIDENT AGENT**

The name and address of the initial resident agent of this corporation is:


Eric P. Littman  
1428 Brickell Avenue  
8th Floor  
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles  
of Incorporation this on April 30, 1996.

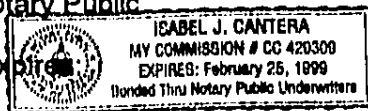


Eric P. Littman, Subscriber

Subscribed and Sworn on April 30, 1996  
Before me:

  
Isabel Cantera, Notary Public

My Commission Expires



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

Having been named to accept service of process for FLORIDA GIFT BASKETS CORP.  
at the place designated in the Articles of Incorporation, the undersigned is familiar with  
and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Eric P. Littman

FILED  
JULY 3 11 11  
CLERK OF COURT  
JULY 3 11 11  
CLERK OF COURT

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

**P96000039664**

Florida Gift Basket  
Corp

200002205342--3  
-06/09/97--01029--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RECEIVED  
JUN -9 12:06 47  
FILED  
97 JUN -9 PM 12:36  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Name Reservation \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
✓ \_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
✓ \_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

619  
Name Change

Signature \_\_\_\_\_

Requested by: CBB

Name \_\_\_\_\_

Date 6-9

Time 1028

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
FLORIDA GIFT BASKETS CORP.

FILED  
97 JUN -9 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, being the president of FLORIDA GIFT BASKETS CORP.  
does hereby amend its Articles of Incorporation as follows :

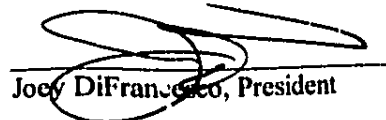
ARTICLE III

NAME

Effective upon the date of filing of this amendment, the name of the corporation  
shall be INTERNATIONAL RESORTS AND ENTERTAINMENT GROUP, INC.

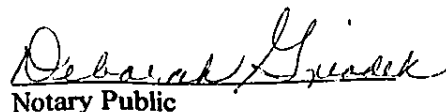
I hereby certify that the following was adopted by a majority vote of the shareholders  
and directors of the corporation on June 4, 1997 and that the number of votes cast was  
sufficient for approval.

IN WITNESS WHEREOF, I have hereto subscribed to and executed this  
Amendment to Articles of Incorporation this 5 day of June, 1997.

  
Joey DiFrancesco, President

State of Florida  
County of Dade

The foregoing instrument was acknowledged before me this 5th day of June, 1997, by  
Joey DiFrancesco, who is personally known to me, or who have produced personally known  
as identification

  
Notary Public

My commission expires : March 13, 2000

