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Robert L. Busch & Associates
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

96 MAY 20 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17477 WEST BEAVER STREET, JACKSONVILLE, FLORIDA, 32234
OFC (904) 266-2356 • FAX (904) 266-2357 • RES (904) 266-2762

May 13, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-05/21/96--01089--006
*****70.00 *****70.00

RE: Incorporation of
ACTION GIFTS AND IMPORTS, INC.
Our File No.: 96-F-76-136

Gentlemen:

Enclosed herewith for filing pursuant to Chapter 607 of the Florida Statutes is an original and one copy of the Articles of Incorporation for the above corporation together with a Certificate designating a Resident Agent for Service of Process.

Also enclosed is a check in the amount of \$70.00 in payment of the following fees and taxes:

<u>ITEM</u>	<u>AMOUNT</u>
Filing fee - Original Articles	\$35.00
Resident Agent Appointment	<u>\$35.00</u>
TOTAL	\$70.00

I would appreciate it if you would review these Articles to be certain that they conform to law and thereafter accept same for filing by endorsing the date and time thereon. Please return one date stamped copy of the Articles to the undersigned. Thank you for your assistance and cooperation

Sincerely

Robert L. Busch
Robert L. Busch

RLB/dma
5/28/96

RLB:dma
Enclosures

**FLORIDA
ARTICLES OF INCORPORATION
OF
ACTION GIFTS AND IMPORTS, INC.**

FILED
96 MAY 20 PM 4:23
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE ONE
NAME**

The name of this corporation is Action Gifts And Imports, Inc.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual or until dissolved according to law.

**ARTICLE THREE
PURPOSE**

The purpose for which the corporation is organized is to own and operate a catalog sales business and to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is ten thousand (10,000), all of which shall be common shares with the value of one dollar (\$1.00) per share. The purchase price for such shares, or any part thereof may be paid in cash, services or property (of any type, including, without limitation, real, personal and intangible property, notes or obligations whether unsecured and whether of the purchaser or another) at just value to be fixed by the stockholders of the corporation.

The corporation may restrict the transferability of the shares of its common stock by provisions duly recited or referred to thereon.

**ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED**

Each stockholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE SIX
VOTING SHARES**

Each stockholder of the corporation owning common stock of record shall be entitled at each meeting of the stockholders of this corporation and upon each proposal presented at such meeting, to one vote, in person or by proxy, for each such share of stock standing in his or her name on the books of the corporation.

**ARTICLE SEVEN
DIRECTORS**

The business of the Corporation shall be managed by the stockholders of the Corporation rather than by a Board of Directors.

**ARTICLE EIGHT
PRINCIPAL OFFICE
REGISTERED OFFICE**

The initial principal office of the corporation shall be established and maintained at 2009 Lane Avenue South, Jacksonville, Florida, 32210, and Robert L. Busch, Esquire, whose office is located at 17477 West Beaver Street, Jacksonville, Florida, 32234, shall be appointed and designated as the resident agent of the corporation upon whom process may be served.

**ARTICLE NINE
OFFICERS**

The officers of this corporation shall be: a President, and a Secretary/Treasurer and all of such officers shall be elected by the stockholders at the time and in the manner prescribed in the By-Laws, shall hold their respective offices for one year or until their successors are duly elected and qualified, and shall have such powers and duties as may be prescribed by the By-Laws and determined by the stockholders. The stockholders may appoint or elect such Assistant Secretaries and Assistant Treasures and such other officers as they deem desirable or necessary. Any person may hold two or more offices except that the President shall not be also either Secretary or Assistant Secretary of said corporation.

**ARTICLE TEN
INDEMNIFICATION**

The corporation shall indemnify any person made a party to any suit by reason of the fact that he was a stockholder or officer of the corporation and may indemnify any employee or agent who is made a party to suit, all to the extent permitted under the laws of the State of Florida; any such indemnification shall not preclude any other rights available to such parties. The By-Laws of the corporation may provide further and additional indemnification not inconsistent with the laws of the State of Florida.

**ARTICLE ELEVEN
AMENDMENT**

These Articles of incorporation shall be amended in the manner provided by law. Every amendment shall be approved by the stockholders at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the stockholders entitled to vote thereon sign written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE TWELVE

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual, entity, or firm shall be in any way invalidated or otherwise affected by the fact that any one or more of the stockholders of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any stockholder of this corporation individually or any firm or association of which any stockholder may be a member, may be a party to or may be pecuniarily or otherwise interested in,

any contract or transaction of this corporation, provided that the fact that he or she individually or as a member of such firm or association is so interested, shall be disclosed or shall have been known to the stockholders or a majority of the members thereof and any stockholder of this corporation who is also a stockholder of such other corporation or who is so interested may be counted in the existence of a quorum at any meeting of the stockholders, or of any committee of this corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he or she were not such a stockholder or officer of such other corporation or not so interested.

ARTICLE THIRTEEN
INCORPORATOR

The name and address of the incorporator is:

Robert L. Busch, Esquire
17477 West Beaver Street
Jacksonville, Florida 32234

IN WITNESS WHEREOF, I have subscribed my name this 13th day of May, 1996.

Robert L. Busch
Robert L. Busch
Incorporator

STATE OF FLORIDA)

COUNTY OF DUVAL) SS

On this 13th day of May, 1996, before me, DAWN ALLEN, a Notary Public, the undersigned officer, personally appeared Robert L. Busch, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Dawn Allen
Notary Public

DAWN ALLEN
Notary Public, State of Florida
My comm. expires Sept. 3, 1998
Comm. No. CC226766

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
56 MAY 20 PM 4:23
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

The following is submitted in compliance with Chapter 607.034 Florida Statutes:

Action Gifts And Imports, Inc., a corporation organizing under the laws of the State of Florida, with its principal office at 2009 Lane Avenue, Jacksonville, Florida 32210, has named ROBERT L. BUSCH, whose office is located at 17477 West Beaver Street, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Elizabeth A. Robinson	President	7827 Cezanne Dr. North Jacksonville, FL 32221
Herbert B. Robinson	Secretary/ Treasurer	7827 Cezanne Dr. North Jacksonville, FL 32221

DIRECTORS:

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

By: Robert L. Busch
Incorporator

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name and address (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with, and accept, the obligations provided for in Section 607.325 Florida Statutes.

Filing Fee: \$35.00

Robert L. Busch
Robert L. Busch
17477 West Beaver Street
Jacksonville, Florida 32234
(904) 266-2356