

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*8 Corporations
to file!*

EFFECTIVE DATE
SEP - 9 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE 9/10 _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up AL 10:00

AB 9/10

RE: Caroline's Gifts, Inc.

	O.D. FEE.	DISBURSED
☐ Capital Express SM		
☒ Art. of Inc. File		
☐ Corp. Record Search		
☐ Ltd. Partnership File		
☐ Foreign Corp. File		
☒ <i>1 Copy (s)</i>		
☐ Art. of Amend. File		
☐ Dissolution/Withdrawal		
☐ O U B.		
☐ Fictitious Name File		
☐ Name Reservation		
☐ Annual Report/Maintenance		
☐ Reg. Agent Service		
☐ Document Filing		
☐ Corporate Kit		
☐ Vehicle Search		
☐ Driving Record		
☐ Document Retrieval		
☐ UCC 1 or 3 File		
☐ UCC 11 Search		
☐ UCC 11 Retrieval		
☐ File No.'s _____ Copies		
☐ Courier Service		
☐ Shipping/Handling		
☐ Phone () _____		
☐ Top Priority		
☐ Express Mail Prep.		
☐ FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amount's
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

EFFECTIVE DATE
SEP. 9 1996

FILED
96 SEP 10 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAROLINE'S GIFTS INC.**

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is **CAROLINE'S GIFTS INC.**

**II.
Term of Existence**

The date when the corporate existence will commence is September 9, 1996. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office of the Corporation is 1556 Patricia Avenue, Dunedin, FL 34698.

**IV.
Mailing Address**

The mailing address of the Corporation is 1556 Patricia Avenue, Dunedin, Florida 34698.

**V.
Capital Stock**

The Corporation is authorized to issue 100 shares of one dollar per share par value common stock, which will be designated Common Stock

VI.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1556 Patricia Avenue, Dunedin, Florida 34698, and the name of its initial registered agent at such address is Michael Rodriguez.

VII.
Directors

The Corporation will have one director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one but no more than five directors. The name and address of the initial director of the corporation, who will serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Michael Rodriguez	1556 Patricia Avenue Dunedin, Florida 34698

VIII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael Rodriguez	1556 Patricia Avenue Dunedin, Florida 34698

IX.
Bylaws

The power to adopt, alter or repeal bylaws will be vested in the Corporation's Board of Directors.

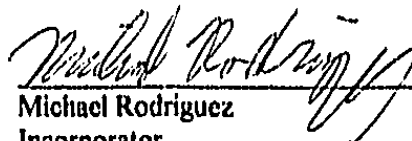
**X.
Indemnification**

The Corporation will indemnify any director or officer or any former director or officer to the fullest extent permitted by law.

**XL
Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 9, 1996.


Michael Rodriguez
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated September 9, 1996


Michael Rodriguez

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA