

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 \$ _____

EFFECTIVE DATE
SEP - 9 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE 7/10

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 10:00 2/1

RE: Haley's Gifts Inc

	C.O. FEE.	DISBURSED
Capital Express		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() _____		
Art. of Amend. File		
Dissolution/Withdrawal		
C U B.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCO 1 or 3 File		
UCO 11 Search		
UCO 11 Retrieval		
File No.'s _____ Copies		
Counter 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 Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

98 SEP 10 PM 2:06
 STATE ARCHIVE STATE
 TALLAHASSEE, FLORIDA

FILED

AB 9/10

EFFECTIVE DATE
SEP - 9 1996

ARTICLES OF INCORPORATION
OF
HALEY'S GIFTS INC.

FILED
96 SEP 10 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **HALEY'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.

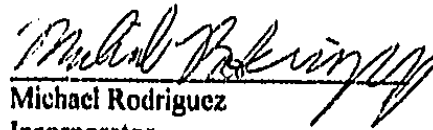
**X.
Indemnification**

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

**XI.
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
96 SEP 10 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA