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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 _____

Mail No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: New Century Awards & Gifts, Etc

	U.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Other (n) <u>photo</u>		
Art. of Amend. File		
Dissolution/Withdrawal		
O U B.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCD 1 or 3 File		
UCD 11 Search		
UCD 11 Retrieval		
File No.'s. _____ Copies		
Counter Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS _____

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

FILED
 SEP 13 AM 9:48
 TALLAHASSEE, FLORIDA
 RECEIVED
 SEP 13 AM 8:45
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED
 DATE 9/12
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 8:30 W.C. AB 9/13
 11-2570-7 BONDERS INC., THOMASVILLE, GA.

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

ARTICLES OF INCORPORATION

OF

NEW CENTURY AWARDS & GIFTS, INC.

FILED
96 SEP 13 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Chris W. Derry and John Dingley, subscribers to these Articles of Incorporation, being natural persons over the age of eighteen (18) years of age, competent to contract, hereby present these Articles for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

1.1 The name of the Corporation shall be NEW CENTURY AWARDS & GIFTS, INC.

ARTICLE II. BUSINESS OF CORPORATION

2.1 **Specific Business:** To engage in the ownership and operation of a business enterprise dealing in the manufacture, assembly, marketing and sale of awards, trophies, souvenirs, and related items, and to perform any and all activities incidental to and/or associated with the above.

2.2 **General Business:** This Corporation is organized for the purpose of transacting any and all lawful business, together with and in addition to those powers conferred by the laws of the State of Florida, and the principles of common law upon corporations organized and existing under and by virtue of the laws of Florida. The general nature of the business and activities to be transacted by the Corporation shall include, but not be limited to the following:

2.2.1 To purchase for its use, either as business locations or for investment and resale, real property of any tenure and any interest therein, and to create, sell and deal in freehold or leasehold ground rents and to make advances upon the security of land or buildings, or other property, or any interest therein, and to take and hold title to land, tenements, and buildings, and to sell and convey the same;

2.2.2 To borrow and contract debts when necessary, either for transaction of its business, or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness, whether secured by mortgage or otherwise, or unsecured, either for the purpose of investment, conduct of its business, or other lawful objects;

2.2.3 To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporations of this State, or any other State or government, and while the owner of such stock, to exercise all of the rights, powers, and privileges of ownership, including the right to vote thereon;

2.2.4 To purchase, hold, sell and transfer shares of its own capital stock provided it shall not purchase its own shares of capital stock except from the surplus of its assets over its liabilities, including capital; to buy, sell, convey and deal in real and personal property in this State and in any other State or territory, or in foreign countries; in any manner to acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks, and any licenses or other rights or interests therein or thereunder;

2.2.5 To employ, agents, whether shareholders or officers of this Corporation or otherwise, and to transact any and all business which may be necessary, incidental, or proper to the exercise of any or all of the aforesaid

purposes of the Corporation; to exercise generally such powers as may be incidental or convenient for any of the purposes or businesses of the Corporation; to have, exercise, and enjoy all of the rights and privileges of corporations for profit conferred by the laws of the State of Florida and all amendments thereto.

2.3 The foregoing clauses shall be construed both as powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit the powers of the Corporation, and each power and object shall be construed as if named separately and alone and shall not be limited in any way because of the naming of any other power or object.

ARTICLE III. CORPORATE STOCK

3.1 The total number of shares authorized to be issued by the Corporation shall be Two Hundred Fifty Thousand (250,000) shares.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

4.1 The principal place of business of the Corporation shall be as follows:

2100 - 34th Street South, St. Petersburg, Florida 33711

located in Pinellas County, Florida, but the Corporation shall have the power to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE V. REGISTERED AGENT

5.1 The initial registered office and agent of the Corporation shall be the following named person at the following address:

NAME OF REGISTERED AGENT:	Frank W. Goddard
ADDRESS OF REGISTERED AGENT:	2959 First Avenue North St. Petersburg, Florida 33713

ARTICLE VI. INCORPORATORS

6.1 The name and address of the incorporators are as follows, to wit:

Chris W. Derry
3225 Latana Drive
Palm Harbor, FL 34684

John Dingley
2511 Dolly Bay Drive
Palm Harbor, FL 34684

**ARTICLE VI.
DATE OF EXISTENCE**

7.1 It is specified that the date when corporate existence of this Corporation shall commence is the date of filing by the Secretary of State of these Articles of Incorporation.

**ARTICLE VII.
AMENDMENT OF ARTICLES**

8.1 These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 9th day of September, 1996.


CHRIS W. DERRY

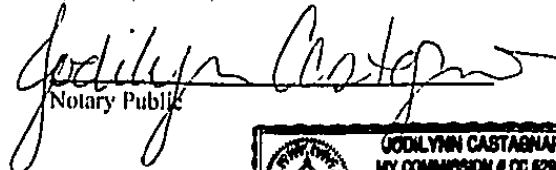

JOHN DINGLEY

STATE OF FLORIDA
COUNTY OF PINELLAS

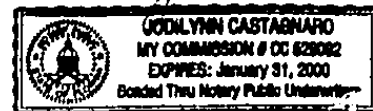
BEFORE me personally appeared Chris W. Derry, () to me well known and known to me, or (X) who has produced his driver's license as identification, to be the person described in and who has executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS MY HAND and official seal this 9th day of September, 1996.

My Commission Expires:


Notary Public

STATE OF FLORIDA
COUNTY OF PINELLAS

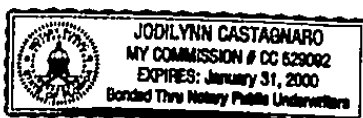


BEFORE me personally appeared John Dingley, () to me well known and known to me, or (X) who has produced his driver's license as identification, to be the person described in and who has executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS MY HAND and official seal this 9th day of ^{Sept.} ~~July~~, 1996.

My Commission Expires:


Notary Public



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of NEW CENTURY AWARDS & GIFTS, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 6 day of September, 1996.



FRANK W. GODDARD

corp new century awards & gifts inc

FILED
96 SEP 13 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA