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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SPIRIT OF CHRISTMAS, INC.

AUDIT NUMBER.....MH96000013614

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION****OF****SPIRIT OF CHRISTMAS, INC.**

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation is: **SPIRIT OF CHRISTMAS, INC.**

**ARTICLE II. NATURE OF BUSINESS**

This Corporation is organized for the purpose of transacting and any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

Richard Burns, Esquire  
Florida Bar No. 001370  
1500 NW 107 Avenue - 200  
Miami, Florida 33172  
305-897-0202

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D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

F. To manufacture, sell or distribution of Christmas trees.

#### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Hundred (100) shares of Five Dollars (\$5.00) per value, the consideration to be paid for each share shall be Five Dollars (\$5.00).

#### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business is not less than FIVE HUNDRED (\$500.00) Dollars.

#### **ARTICLE V**

This Corporation is to exist perpetually.

Richard Burns, Esquire  
Florida Bar No. 061370  
1800 NW 107 Avenue - 200  
Miami, Florida 33172  
305-697-0202

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**ARTICLE VI**

The initial post office address of the registered agent of this corporation is: 1500 NW 107 Avenue, Suite 200, Miami, Florida 33172 and the name of the initial registered agent of this Corporation is Richard Burns. The address of the corporation is 1500 NW 107 Avenue, Suite 200, Miami, FL 33172.

**ARTICLE VII**

This Corporation shall have two (2) directors initially. The number of directors may increase or diminish from time to time, by laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII**

The names and post office addresses of the member(s) of the first Board of

Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Leda Burns President	1500 NW 107 Avenue Miami, Florida 33172
Lethzaida Teresa Gomez Secretary	1500 NW 107 Avenue Miami, Florida 33172

**ARTICLE IX - SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Leda Burns President	1500 NW 107 Avenue Miami, Florida 33172
Lethzaida Teresa Gomez Secretary	1500 NW 107 Avenue Miami, Florida 33172

Richard Burns, Esquire  
Florida Bar No. 091370  
1500 NW 107 Avenue - 200  
Miami, Florida 33172  
305-597-0202

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**ARTICLE X - AMENDMENT**

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 stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

IN WITNESS WHEREOF, the subscribing stockholders and incorporates have hereto set their hands and seals, and caused these Articles of Incorporation to be executed this 26 of September, 1996.

  
Leda Burns-President

  
Lethzaida Teresa Gomez-Secretary

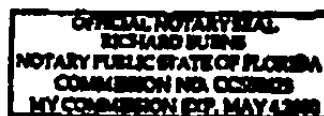
STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared, LEDA BURNS and LETHZAIDA TERESA GOMEZ, known to me to be the persons who executed the foregoing Articles of Incorporation of SPIRIT OF CHRISTMAS, Inc. and severally acknowledged before me that they executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the city of Miami, Dade County, Florida this 26 day of September, 1996.

  
NOTARY PUBLIC, State of Florida  
My commission expires:

Richard Burns, Esquire  
Florida Bar No. 001370  
1500 NW 107 Avenue - 200  
Miami, Florida 33172  
305-697-0202



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, HAVING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT SPIRIT OF CHRISTMAS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT DADE COUNTY, IN THE STATE OF FLORIDA, HAS NAMED RICHARD BURNS, LOCATED AT 1500 NW 107 AVENUE, SUITE 200, MIAMI, FLORIDA 33172, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE: Leda Burns  
LEDA BURNS  
TITLE: President

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Richard Burns  
Richard Burns, Registered Agent

DATE: \_\_\_\_\_

Richard Burns, Esquire  
Florida Bar No. 091370  
1500 NW 107 Avenue - 200  
Miami, Florida 33172  
305-587-0202

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