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PRENICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 129824 81599A

AUTHORIZATION : *Patricia Pizutti*

COST LIMIT : \$ 122.50

ORDER DATE : October 23, 1996

ORDER TIME : 11:28 AM

ORDER NO. : 129824-005

EFFECTIVE DATE

10.22.96

CUSTOMER NO: 81599A

300001984273--8

CUSTOMER: Marc P. Ossinsky, Esq
MARC P. OSSINSKY, P.A.

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: WORLD IMPORTS & NOVELTIES,
INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
95 OCT 23 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 23 PM 12:23
DIVISION OF CORPORATION

*KE
10.23.96*

ARTICLES OF INCORPORATION

OF

WORLD IMPORTS & NOVELTIES, INC.

EFFECTIVE DATE
10-22-96

FILED
96 OCT 23 11:32
TAMPA

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

Article 1. Name and Address. The name and address of the Corporation is:

WORLD IMPORTS & NOVELTIES, INC.
10028 Brandon Circle
Orlando, FL 32836

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is three thousand (3,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 10028 Brandon Circle, Orlando, FL 32836 and the name of its initial Registered Agent at that address is RUSS KIRSCH.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
RUSS KIRSCH	10028 Brandon Circle Orlando, Florida 32836

Article 7. Incorporators. The name and address of each Incorporator is as follows:

RUSS KIRSCH, 10028 Brandon Circle, Orlando, FL 32836

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 11. Commencement of Corporate Existence. In accordance with Fla. Stat. §607.0203, the date when corporate existence shall commence is October 22, 1996.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 21 day of Oct, 1996.


RUSS KIRSCH, Incorporator

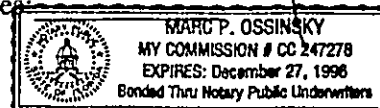
STATE OF FLORIDA)

ss.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 21 day of October, 1996, by Russ Kirsch, director of WORLD IMPORTS & NOVELTIES, INC., a corporation, on behalf of the corporation, who is personally known or produced _____ as identification.

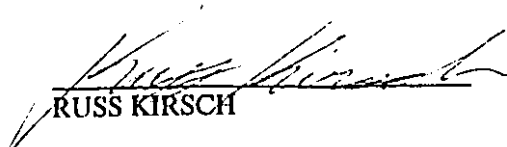

Notary Public
My Commission expires _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

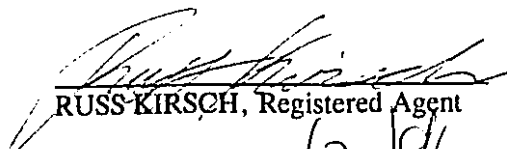
WORLD IMPORTS & NOVELTIES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10028 Brandon Circle, Orlando, FL 32836 has named RUSS KIRSCH, located at 10028 Brandon Circle, Orlando, FL 32836 as its agent to accept service of process within Florida.



RUSS KIRSCH

Incorporator _____
Title _____
Date 10/21/96

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 state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



RUSS KIRSCH, Registered Agent
Date 10/21/96

FILED
OCT 21 1996
ORLANDO
FLORIDA