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Lee J. Salvatori
Joseph D. Zaka

Quartes & Brady

| 1000 | 1000 | 18, 1996

Secretary of State Corporate Records Bureau Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

EFFECTIVE DATE

1 00 00 20 1 1 9 8 1 -- 8 -11/22/96--01017--001 ****122.50 ****122.50

Re: Huggs of Naples, Inc.

Reservation No.: R96000005256

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation and of the Designation of Registered Agent for the above corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Articles of Incorporation Filing Fee	\$ 35.00
Registered Agent Filing Fee	35.00
Certified Copy of Articles of Incorporation	_52.50
Total	\$122 SO

If you find these enclosures to be in order, please file the same and return one (1) certified copy of the Articles of Incorporation to this office.

Sincerely,

QUARLES & BRADY

Christine J. Relli

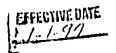
Legal Secretary to James T. Demarest

\$122.50

Enclosures

OF

ARTICLES OF INCORPORATION HUGGS OF NAPLES, INC.



ARTICLE I. CORPORATE NAME

The name of this Corporation is: HUGGS OF NAPLES, INC.

ARTICLE II. CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

ARTICLE III. **INCORPORATOR**

The name and address of the incorporator is:

Name

<u>Address</u>

Maryann Skaller

234 Silverado Drive Naples, Florida 34119

ARTICLE IV. EFFECTIVE DATE

The effective date of this Corporation shall be January 1, 1997.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 893 Vanderbilt Beach Road, Naples, Florida 34108, and the name of the initial registered agent of this Corporation at that address is: Maryann Skaller.

ARTICLE VI. PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 893 Vanderbilt Beach Road, Naples, Florida 34108.

ARTICLE VII. BUSINESS PURPOSE

The purpose and function of this Corporation shall be to engage in the retail sale of gifts, novelties and souvenirs, and all other businesses authorized under Florida law.

ARTICLE VIII. <u>DURATION</u>

The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on Noslendus 18, 1996.

MARYANN SKALLER, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091 AND SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That HUGGS OF NAPLES, INC., desiring to organize under the laws of the State of Florida, with its principal place of business located at 893 Vanderbilt Beach Road, Naples, Florida 34108, has named Maryann Skaller, located at 893 Vanderbilt Beach Road, Naples, Florida 34108, as its registered agent to accept service of process within the State of Florida.

Dated:, 1996	1996	MARY ANN SKALLER, Incorporator
		MARYANN SKALLER, Incorporator

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, Maryann Skaller hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.

MARYANN SKALLER