



THE UNITED STATES  
CORPORATION  
COMPANY

P97000001836

ACCOUNT NO. : 072100000032

REFERENCE : 214257 4392748

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 8, 1997

ORDER TIME : 9:48 AM

ORDER NO. : 214257-005

EFFECTIVE DATE

1-1-97

CUSTOMER NO: 4392748

CUSTOMER: Mr. J. Neal Mobley  
NELSON HESSE CYRIL SMITH  
WIDMAN HERB CAUSEY & DOOLEY  
2070 Ringling Boulevard

100002050471--7  
-01708-97--01052--012  
\*\*\*\*122.50 \*\*\*\*122.50

Sarasota, FL 34237

DOMESTIC FILING

NAME: THE CHRISTMAS SHOPPER  
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED  
97 JAN -8 PM 1:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
17 JAN -8 AM 10:42  
SIGN OF CORPORATION

1-8-97  
KR

COLECTIVE MAIL  
1-7-97

FILED  
97 JAN -8 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE CHRISTMAS SHOPPEE INTERNATIONAL, INC.

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of the corporation is **THE CHRISTMAS SHOPPEE INTERNATIONAL, INC.**

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of subscription of these articles, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to an use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties

and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V.

##### Capital Stock

This corporation is authorized to issued 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

#### ARTICLE VI.

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2070 Ringling Boulevard, Sarasota, Florida 34237, and the name of its initial registered agent at such address

is WILLIAM A. DOOLEY. The initial mailing address for the corporation is 4200 South Tamiami Trail, Sarasota, Florida 34231.

#### ARTICLE VII.

##### Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
BARBARA S. LOSE	4200 South Tamiami Trail Sarasota, Florida 34231

#### ARTICLE VIII.

##### Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

BARBARA S. LOSE  
4200 South Tamiami Trail  
Sarasota, Florida 34231

#### ARTICLE IX.

##### Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

**ARTICLE X.**

**Indemnification**

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

**ARTICLE XI.**

**Preemptive Rights**

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

**ARTICLE XII.**

**Removal of Directors**

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

**ARTICLE XIII.**

**Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE XVI.**

**Mailing Address**

The initial mailing address for the corporation is 4200 South Tamiami Trail, Sarasota, Florida 34231.

IN WITNESS WHEREOF, the undersigned subscribers has executed these articles of  
incorporation on January 7, 1997.

Barbara S. Lose  
BARBARA S. LOSE

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.

  
\_\_\_\_\_  
William A. Dooley  
Registered Agent

FILED  
97 JAN -8 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA