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LEE B. GORDON
Board Certified Real Estate Lawyer

FILED
97 MAR 24 PM 2:19
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

March 21, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

3-21-97

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*****70.00 *****70.00

Re: Sue's Hallmark, Inc., a Florida corporation

Dear Division of Corporations:

Enclosed please find two (2) originals of the Articles of Incorporation in connection with the above-referenced.

I also herein enclose this Firm's check in the amount of \$70.00, which covers the following:

Charter Filing	\$35.00
Registered Agent Fee	<u>\$35.00</u>
Total	\$70.00

Kindly file same and return one original to me, marked "Filed" in the self-addressed, return Federal Express Envelope.

Thanking you in advance for your prompt cooperation. If you have any questions or problems, please do not hesitate to contact me at the number below.

Very Truly Yours,

Lee B. Gordon

enclosures as noted

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**ARTICLES OF INCORPORATION
OF
SUE'S HALLMARK, INC.**

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

3-21-97

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be Sue's Hallmark, Inc., with an initial principal office of c/o Thomas A. O'Donnell, 851 Village Boulevard, West Palm Beach, FL 33409 and a mailing address of c/o Thomas A. O'Donnell, 851 Village Boulevard, West Palm Beach, FL 33409.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgement of these Articles, if permitted by law; or not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto (including but not limited to, the ownership and operation of a retail Hallmark store) and shall have such other powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture, trust, and/or other enterprise.

These Articles have been Prepared By:

**Lee B. Gordon, Esquire
Florida Bar Number 339210
Lee B. Gordon, P.A.
350 Royal Palm Way
Palm Beach, FL 33480
Telephone: 561-833-2233
Fax: 561-832-0000**

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2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Thousand (1000) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefor shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o The Law Office of Lee B. Gordon, P.A., 350 Royal Palm Way, Palm Beach, Florida 33480.

The name of the initial registered agent of this corporation at that address is Lee B. Gordon, Esquire.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one (1) director. The number of directors may either be increased or diminished from time to time by amendment to the Bylaws adopted by the shareholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or the Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

Thomas A. O'Donnell
851 Village Boulevard
West Palm Beach, FL 33409

Mary Anne O'Donnell
851 Village Boulevard
West Palm Beach, FL 33409

At any time after incorporation, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

ARTICLE VII

Subscribers

The name and address of the person signing these Articles as subscriber is:

Lee B. Gordon, Esquire
Lee B. Gordon, P.A.
350 Royal Palm Way
Palm Beach, FL 33480

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the shareholders, to add to, delete from, or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the shareholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon any dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

Working Capital


The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI

Amendment

The corporation reserves the right to amend, add to, or repeal any provision(s) contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

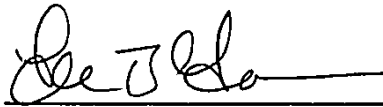
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 21st day of March, 1997.



LEE B. GORDON, ESQUIRE

ACCEPTANCE OF REGISTERED AGENT
FOR
SUE'S HALLMARK, INC.

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



LEE B. GORDON, ESQUIRE

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