

David W. Cary
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May 2 , 1997

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

700002165817--7
-05/05/97--01077--016
****122.50 ****122.50

RE: GIFTWAY USA, INC.

Gentlemen:

Enclosed please find check 1150 in the amount of
\$122.50 to cover the filing fees for the above
corporation.

Should you have any questions, feel free to contact
me.

Very truly yours,


David W. Cary
DWC/mm

MAY 8

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FILED
97 MAY -5 PM 1:47
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF INCORPORATION
OF
GIFTWAY USA, INC.

FILED
97 MAY -5 PM 1:47
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be GIFTWAY USA, INC..

ARTICLE II

The general nature of the business, and the objects and purposes to be transacted and carried on, are to do any and all things herein mentioned as fully and to, viz., the corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida and shall possess all of the powers granted corporations under the provisions of Chapter 607, Florida Statutes.

ARTICLE III

The authorized capital stock of this corporation shall be 7500 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE IV

The amount of capital with this corporation shall commence business shall be \$ 1,500.00.

ARTICLE V

This corporation shall commence upon compliance with the requirements of Florida Law, and its existence shall be perpetual.

ARTICLE VI

The names and post office addresses of the subscribers to the Certificate of Incorporation are:

NAME
ROBERT E KAYLER

ADDRESSES
209 NW 4TH TERRACE
CAPE CORAL FL 33991 R E K

The subscribers are over the age of eighteen years and are residents of the State of Florida.

ARTICLE VII

The name and the street address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or unit successors are elected or appointed pursuant to the By-Laws of this corporation, are as follows:

NAME
ROBERT E KAYLER

ADDRESSES
209 NW 4TH TERRACE
CAPE CORAL FL 33991 R E K

ARTICLE VIII

The corporation shall be governed by a Board of not less than 1 nor more than 7 directors, with exact number to be established by the By-Laws.

ARTICLE IX

These Articles of Incorporation may be in the amended in the manner provided by law. Every amendment shall be approved by majority of Stockholders entitled to vote thereon, unless all manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

In pursuance of Section 49.091, Florida Statutes, the following is submitted in compliance with said act: GIFTWAY USA, INC. desiring to organize under the Laws of the State of Florida, with its registered office at 1325-C DEL PRADO BLVD, CAPE CORAL FLORIDA 33990_ as its agent to accept service of process within this State, his/her name is DAVID W CARY. The principal place of business is 209 NW 4TH TERRACE, CAPE CORAL FLORIDA 33991.

ARTICLE XI

No director or officer shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as director of officer, except with respect to:

(1) A breach of the director's duty of loyalty at the corporation or its stockholders, derived and improper personal benefit.

(2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

(3) Liability under Section 607.144 of the Florida General Corporation Law, or

(4) a transaction from which the director or officer derived an improper personal benefit. The corporation shall indemnify to the fullest extent permitted by Section 607.014 of the Florida General Corporation Act, as amended from time to time, each person that such Section grants the corporation the power to indemnify.

ARTICLE XII By-Laws

The by laws shall be adopted at the initial stockholders meeting of the Corporation and said by laws may be changed by majority of shares at any annual or shares at any annual or special meeting of the shareholders.

Executed by the undersigned this 2ND day of May, 1997.

[Signature]
Witness

[Signature]
ROBERT E KAYLER

STATE OF FLORIDA)
COUNTY OF LEE)

Before me, the undersigned authority, personally appeared ROBERT E KAYLER, to me well known and known to me to be the person who first being duly sworn by me, deposes and acknowledged before me that he executed the foregoing Articles of Incorporation. DL# (WIA Personally Known)

SWORN AND TO SUBSCRIBE before me this 2ND day of May, 1997.

[Signature]
Notary Public

My commission expires: 10-27-2000



DEBORAH A. GRAHAM
Comm No CC 580840
My Comm. Exp. Oct. 27, 2000
Bonded thru Pichard Ins. Agcy.

Acceptances by Registered Agent, the undersigned
being the person named as the initial registered agent of
GIFTWAY USA, INC. hereby accepts such designation and
agrees to serve, his/her address is 1325-C DEL PRADO BLVD.
CAPE CORAL FL, 33990, and his/her name is DAVID W. CARY.

Dated this 2 day of MAY, 1997 .


DAVID W CARY

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TALLAHASSEE
STATE
FLORIDA