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MICHAEL L. BROWNING
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CHARLENE GULLER BROWNING*

RICHARD M. KLITENICK
JAMES M. THOMPSON **

*ALSO ADMITTED IN MASSACHUSETTS

**ALSO ADMITTED IN CALIFORNIA

May 15, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002183292--6
-05/19/97--01129--003
*****70.00 *****70.00

RE: TIME OUT GIFT SHOP, INC.

Dear Sir:

I'm enclosing herewith two duly executed copies of the Articles of Incorporation of Time Out Gift Shop, Inc., and a check in the amount of \$70.00 to cover the cost of filing and a copy of the articles to be returned to my office.

Thank you for your attention to this matter.

Sincerely,

Thomas J. Sireci, Jr. /djw

THOMAS J. SIRECI, JR.

TJS/djw

Enclosures

djw/ncs0515.116

FILED
CLERK OF DISTRICT
COURT OF FLORIDA
97 MAY 19 AM 7:59

RP
5-21-97

ARTICLES OF INCORPORATION

OF

TIME OUT GIFT SHOP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 AM 7:59

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: TIME OUT GIFT SHOP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 534 Duval Street, Key West, Florida 33040.

ARTICLES III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of no par value.

ARTICLES IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MICHAEL POMPEI
534 Duval Street
Key West, Florida 33040

ARTICLES V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MICHAEL POMPEI
534 Duval Street
Key West, Florida 33040

The undersigned has executed these Articles of Incorporation this 15th day of May, 1997.

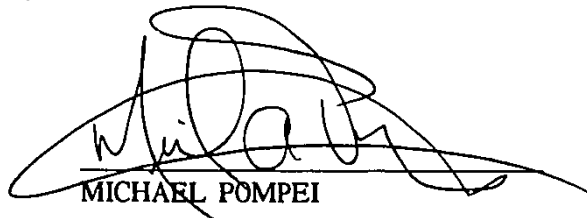

MICHAEL POMPEI
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is TIME OUT GIFT SHOP, INC.
2. The name and address of the registered agent and office is:

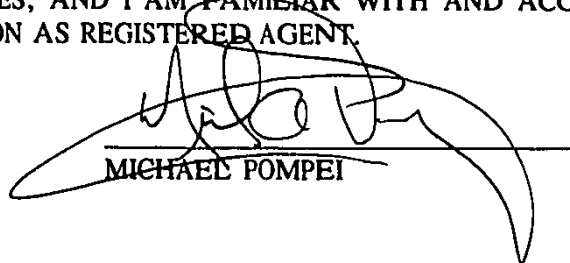
Michael Pompei
534 Duval Street
Key West, FL 33040


MICHAEL POMPEI

TITLE: Incorporator

DATE: May 15, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MICHAEL POMPEI

97 MAY 19 AM 7:59