

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Profit

1.) Best Magnets & Novelties, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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****140.00 *****70.00

3.) _____
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(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

RECEIVED
97 JUN 17 AM 10:09
DIVISION OF CORPORATION

97 JUN 17 AM 11:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**Certificate of Incorporation
of
Best Magnets & Novelties, Inc.**

97 JUN 17 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FIRST. The name of this corporation is: **Best Magnets & Novelties, Inc.**
The principal office address is: **10571 Hearth Road, Spring Hill, FL 34608**

SECOND. Its registered office in the State of Florida is to be located at: **11456 Emerald Ridge Ct.**
County of **HERNANDO** **Spring Hill, FL 34609**

The registered agent in charge thereof is: **Edward J. LaRocco, Jr.**

THIRD. The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida."

FOURTH. The amount of the total authorized capital stock of this corporation is **One Thousand (1,000) shares of Common Stock with a Par Value of One Penny (\$.01) each.**

FIFTH. The name and mailing address of the incorporator is as follows: **Edward J. LaRocco, Jr.**
11456 Emerald Ridge Ct.
Spring Hill, FL 34609

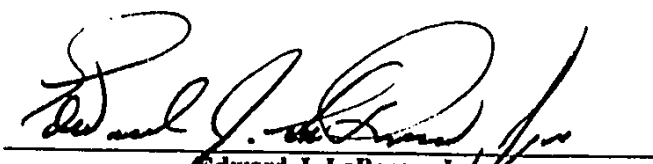
SIXTH. The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name and mailing address of person who is to serve as director until the first annual meeting of stockholders or until their successors are elected and qualify are as follows: **Edward J. LaRocco, Jr.**
11456 Emerald Ridge Ct.
Spring Hill, FL 34609

SEVENTH. The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation. The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book of document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders. The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida. It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand. I also hereby accept the designation of registered agent.

DATED AT: June 16, 1997
State of Florida
County of HERNANDO


Edward J. LaRocco, Jr.
Registered Agent/Incorporator