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**Stanley M. Miller, P.A.**

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SECRET  
TALLAHASSEE, FLORIDA  
Fax: 733-3163

July 29, 1997

Secretary of State  
Corporate Records Division  
Tallahassee, FL 32304

200002255592--2  
-08/01/97--01116--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Corporate Gift Solutions, Inc.

Dear Sirs:

Enclosed herewith please find a check to cover the following:

Filing Fee \$ 35.00

Resident Agent  
Designation \$ 35.00  
\$ 70.00

Also enclosed please find an original and one copy of the Articles of Incorporation.

Very truly yours,

  
STANLEY M. MILLER, P.A.

SMM:ker  
Enclosures

GH 8/4/97

ARTICLES OF INCORPORATION  
OF  
CORPORATE GIFT SOLUTIONS, INC.

FILED  
97 AUG -1 AM 11:50  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CORPORATE GIFT SOLUTIONS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE THOUSAND (5,000) shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - CORPORATION PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation are the same and is 9854 84th Street North, Largo, Florida 33777, and the name of the initial registered agent of this corporation at that address is JOYCE S. POLIZZI.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial board of directors is two, whose names and addresses are:

JOYCE S. POLIZZI  
9854 84th Street North  
Largo, Florida 33777

BARRY S. KARPEL  
9854 84th Street North  
Largo, Florida 33777

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97 AUG -1 AM 11:56  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that CORPORATE GIFT SOLUTIONS, INC.

Desiring to organize or qualify under the laws of the State of Florida, has named JOYCE S. POLIZZI, located at 9854 84th Street North, Largo, Florida 33777, as its agent to accept service of process within Florida.

Dated: 7-28-97

Joyce S. Polizzi  
JOYCE S. POLIZZI  
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: 7/28/97

Joyce S. Polizzi  
JOYCE S. POLIZZI  
Registered Agent

#### ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation are:

JOYCE S. POLIZZI  
9854 84th Street North  
Largo, Florida 33777

BARRY S. KARPEL  
9854 84th Street North  
Largo, Florida 33777

#### ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

JOYCE S. POLIZZI  
9854 84th Street North  
Largo, Florida 33777

#### ARTICLE X - INDEMNIFICATION


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

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 7-28-97

  
JOYCE S. POLIZZI  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOYCE S. POLIZZI, known to be and known to me to be the person who executed the foregoing Article of Incorporation, and she acknowledged before me that she executed the same and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 28<sup>th</sup> day of July, 1997.

NOTARY PUBLIC:

Sign *Penny L. Mahtani*  
Print PENNY L. MAHTANI  
My Commission Expires: 10/9/99  
Commission Number: CC 500189



"OFFICIAL SEAL"  
Penny L. Mahtani  
My Commission Expires 10/9/99  
(Seal) #CC 500189

Personally Known \_\_\_\_\_ or  
Type of Identification Produced NY LIC #417193850  
DOR 3/18/52 - Exp 3/18/98