



THE UNITED STATES
CORPORATION
COMPANY

P970000 91761

ACCOUNT NO. : 072100000032

REFERENCE : 573153 7120866

AUTHORIZATION :

COST LIMIT : \$ *Patricia Pyatt*

ORDER DATE : October 21, 1997

ORDER TIME : 9:14 AM

ORDER NO. : 573153-005

CUSTOMER NO: 7120866

CUSTOMER: Mr. George Skelton
ABACUS BUSINESS BROKERS INC.

Suite 303
114 Lake Emerald Drive
Fort Lauderdale, FL 33309

FILED
97 OCT 24 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SENDAGIFT INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

900002329529--9

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED
97 OCT 24 PM 1:59
DIVISION OF CORPORATION
6N OCT 24 1997 4

ARTICLES OF INCORPORATION
OF

SENDAGIFT INC.

FILED
97 OCT 24 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SENDAGIFT INC.

The address of the principal office of this corporation shall be 3140 Pembroke Road, Suite 612, Hallandale, Florida, 33009, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Vivian George A. Skelton	114 Lake Emerald Drive, Suite 303,
Dir.	Fort Lauderdale, Florida 33309

ARTICLE VII INCORPORATOR

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

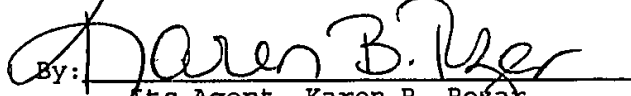
Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on October 24, 1997.


Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Karen B. Rozar

Authorized Service Representative
Corporation Service Company

JKG

FILED
97 OCT 24 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA