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ACCOUNT NO. : 072100000032

REFERENCE : 583803 4311560

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 30, 1997

ORDER TIME : 12:04 PM

ORDER NO. : 583803-005

CUSTOMER NO: 4311560

CUSTOMER: Raymond W. Royce, Esq
SCOTT ROYCE HARRIS BRYAN BARRA
& JORGENSEN, P.A.
Suite 800
4400 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

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-10/30/97--01073--008
****122.50 ****122.50

NAME: VALUE CARD & GIFT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

FILED
97 OCT 30 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 30 PM 11:02
DIVISION OF CORPORATION

SN OCT 30 1997

ARTICLES OF INCORPORATION

OF

VALUE CARD & GIFT, INC.

FILED

97 OCT 30 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be VALUE CARD & GIFT, INC.

ARTICLE II

The principal office and mailing address of the Corporation is 10813 Egret Point Place, West Palm Beach, FL 33412

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America or the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this Corporation is 4400 PGA Boulevard, Palm Beach Gardens, Florida 33410; and the initial Registered Agent of this Corporation at that address is Raymond W. Royce, Esq.

ARTICLE VII

The number of Director(s) constituting this Corporation's initial Board of Directors is one, whose name and address is as follows:

GARY S. SLATE
10813 Egret Point Place
West Palm Beach, FL 33412

ARTICLE VIII

The name and address of the Incorporator is as follows:

GARY S. SLATE
10813 Egret Point Place
West Palm Beach, FL 33412

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of VALUE CARD & GIFT, INC. for the uses and purposes aforesaid this 29th day of October, 1997.

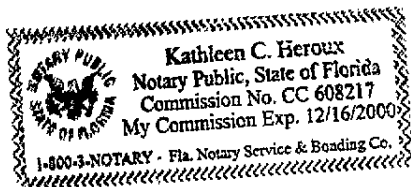


GARY S. SLATE

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29th day of October, 1997
by Gary S. Slate.



(SEAL)

NOTARY PUBLIC

Kathleen C. Heroux

Kathleen C. Heroux

(Print Name)

My commission expires: 12/16/2000

Commission No. 608217

Personally Known ____ OR Produced Identification ✓.

Type of identification Produced Drivers License.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

* * * * *

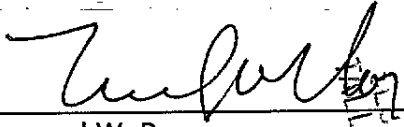
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that VALUE CARD & GIFT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at West Palm Beach, County of Palm Beach, State of Florida, has named RAYMOND W. ROYCE, ESQ. located at 4400 PGA Boulevard, Suite 800, Palm Beach Gardens, Florida 33410, as its Agent to accept Service of Process within this state.

A C K N O W L E D G M E N T

Having been named to accept Service of Process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 29th day of October, 1997.



Raymond W. Royce
Registered Agent

FILED
9 OCT 30 PM 2:21
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA