



THE UNITED STATES
CORPORATION
COMPANY

P97000096115

ACCOUNT NO. : 072100000032

REFERENCE : 595729 119520A

AUTHORIZATION

Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : November 10, 1997

ORDER TIME : 2:0 PM

ORDER NO. : 595729-005

CUSTOMER NO: 119520A

CUSTOMER: Ms. Ivon Gallo
L & I GALLO ACCOUNTING

1200 Danbury Avenue

Davie, FL 33325

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 10 PM 5:12

DOMESTIC FILING

200002343832--6

NAME: GOLDEN GIFT, 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

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

DMP
11/12/97

97 NOV 10 PM 3:45
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF
GOLDEN GIFT, INC.**

The undersigned, for the purpose of forming a corporation under the Florida
Business Corporations Act do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is:
GOLDEN GIFT, INC.

**ARTICLE II
OFFICES**

The principal place of business and mailing address of this corporation shall be:

1036 NE. 163RD. ST. MALL
NO. MIAMI BEACH, FL 33162

The corporation may have such other offices, either within or without the State of
Florida, as the board of directors may designate, or as the business corporation may
require from time to time.

**ARTICLE III
PURPOSE**

The general purposes for which the corporation is organized are:

1. To engage in general services, including but not limited to:
RETAILER
2. To transact any other lawful business for which corporations may be
incorporated under the Florida Business Corporation Act.

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**ARTICLE IV
CAPITALIZATION AND SHARES**

The number of shares which the corporation is authorized to issue is 1000 common shares at 1.00 par value.

**ARTICLE V
REGISTERED AGENT**

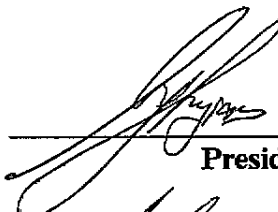
The name and address of the initial registered agent shall be:

**ZAIS BEN SIMON
1036 NE. 163RD. ST. MALL
NO. MIAMI BEACH, FL 33162**

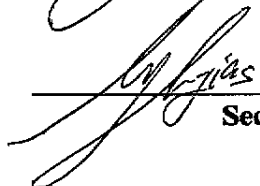
**ARTICLE VI
DIRECTORS**

The number of directors constituting the initial board of directors is/are (1). The name and address of each director is:

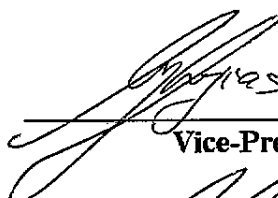
**ZAIS BEN SIMON
1036 NE. 163RD. ST. MALL
NO. MIAMI BEACH, FL 33162**



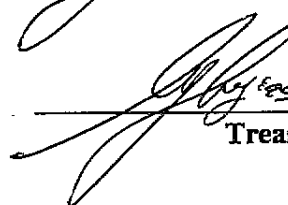
President



Secretary



Vice-President



Treasurer

**ARTICLE VII
INCORPORATES**

The name and address of each incorporate is:

**PRESIDENT
ZAIS BEN SIMON
1036 NE. 163RD. ST. MALL
NO. MIAMI BEACH, FL 33162**

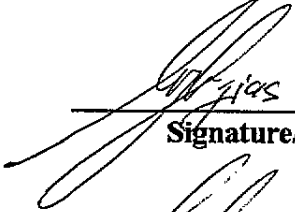
**VICE PRESIDENT
ZAIS BEN SIMON
1036 NE. 163RD. ST. MALL
NO. MIAMI BEACH, FL 33162**

**SECRETARY
ZAIS BEN SIMON
1036 NE. 163RD. ST. MALL
NO. MIAMI BEACH, FL 33162**


**TREASURER
ZAIS BEN SIMON
1036 NE. 163RD. ST. MALL
NO. MIAMI BEACH, FL 33162**

The undersigned has (have) executed these Articles of Incorporation this

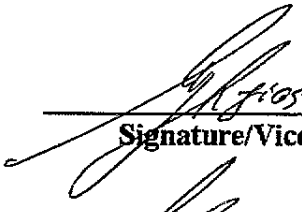
5 day of November, 1997



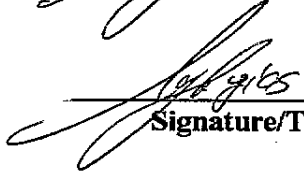
Signature/President



Signature/Secretary



Signature/Vice-President




Signature/Treasurer

**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 statements in designating the registered office / registered agent, in the state of Florida.

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

ZAIS BEN SIMON
1036 NE. 163RD. ST. MALL
NO. MIAMI BEACH, FL 33162



Signature/corporate officer, Zais Ben Simon

Title President

Date 11/05/97

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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.



Signature, Zais Ben Simon

Date 11/05/97