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December 22, 1997

Florida Secretary of State
Division of Corporations

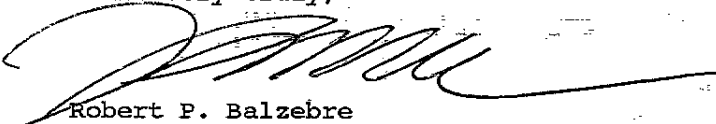
Via U.S. Mail

RE: MAG Initiatives, Inc.

Dear Sir or Madam,

Please find enclosed Articles for filing MAG Initiatives, Inc. as a Florida corporation. Please return said certificate to my attention upon filing.

Yours very truly,



Robert P. Balzebre

/rpb

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RP
12-26-97

ARTICLES OF INCORPORATION

FOR

MAG Initiatives, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 26 PM 1:04

We, the undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I

The name of this corporation shall be:

MAG Initiatives, Inc..

ARTICLE II

This corporation shall have the following purpose:

To establish, maintain, and carry on any lawful purpose relating to a stationary, gift, and collectibles oriented business operation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of no par value.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The amount of capital with which the corporation will begin business will be no less than \$500.00.

ARTICLE VI

The principal office of the corporation will be 3418 Franklin Avenue, Coconut Grove, FL 33133.

ARTICLE VII

The initial street address of the initial registered office of the corporation will be 3418 Franklin Avenue, Coconut Grove, FL 33133, and the name of the initial registered agent of this corporation at that address is WILLIS MARK BYRD.

ARTICLE VIII

The names and addresses of the members of the first Board of Directors are:

WILLIS MARK BYRD	3418 Franklin Avenue Coconut Grove, FL 33133	President and Secrty
ANDREA WEINZIMER	68-60 108th St. #3G Forest Hills, NY 11375	Vice Pres. and Treas.

ARTICLE IX

The names and addresses of the persons signing these Articles of Incorporation are as follows:

WILLIS MARK BYRD	3418 Franklin Avenue Coconut Grove, FL 33133
ANDREA WEINZIMER	68-60 108th St. #3G Forest Hills, NY 11375

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared WILLIS MARK BYRD, who is either (a) PERSONALLY KNOWN TO ME, or (b) PRODUCED TO ME AS THEIR IDENTIFICATION _____ and which expires on _____, and who did take an Oath, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 16 day of December, 1997.

Willis Mark Byrd
Nora Martinez
NORA MARTINEZ
(Printed Name of Notary Public)
Notary Public
My Commission # CC577843
Expires: 8-8-00



Nora Martinez
My Commission CC577843
Expires Aug. 18, 2000

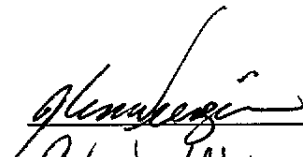
STATE OF New York
COUNTY OF Queens

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ANDREA WEINZIMER, who is either (a) PERSONALLY KNOWN TO ME, or (b) PRODUCED TO ME AS HIS IDENTIFICATION N.Y. State Driver's License No. 383 955 673, which

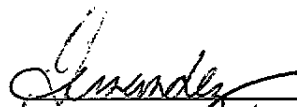
ARTICLE X

The first bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation, not inconsistent with the Florida General Corporation Act or these Articles of Incorporation.


We, the undersigned, being the original subscribers to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set our hands and seals, this 14 day of December, 1997.




Glen Weinzier
(Printed Name of Witness)



Gabriel Hernandez
(Printed Name of Witness)



WILLIS MARK BYRD
whose address is:
3418 Franklin Avenue
Coconut Grove, FL 33133



ANDREA WEINZIMER
whose address is:
68-60 108 St., #3G
Forest Hills, NY 11375

expires on 3/23/99, who did take an Oath, and to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 22 day of November, 1997.

Katherine H. Madigan

KATHERINE H. MADIGAN
(Printed Name of Notary Public)

Notary Public

My Commission #

Expires:

KATHERINE H. MADIGAN
Notary Public, State of New York
No. 4669268
Qualified in Queens County
Commission Expires Nov. 30, 1998

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MAG Initiatives, Inc., 3418 Franklin Avenue, Coconut Grove, FL 33133, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all my duties.

Willis Mark Byrd
Willis Mark Byrd, Registered Agent