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LAW OFFICES  
RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.  
RICHARDS BUILDING  
1253 PARK STREET  
CLEARWATER, FLORIDA 33756

FILED

98 JAN 15 PM 12:43

WILLIAM W. GILKEY  
WILLIAM M. MACKENZIE  
OF COUNSEL

RALPH RICHARDS (1893-1980)  
JOHN D. FITE  
JOHN E. SLAUGHTER, JR.  
EMIL G. PRATESI  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PORT RICHEY OFFICE

PORT RICHEY EXECUTIVE CENTER  
8410 U.S. HIGHWAY 19 • SUITE 104  
PORT RICHEY, FLORIDA 34668  
TEL: (813) 841-7833  
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January 12, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
20th Floor  
Tallahassee, Florida 32301

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-01/15/98--01053--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **MARCY'S GOURMET GIFTS, INC.**

Gentlemen:

Enclosed herewith for filing in your office, please find Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We enclose herewith a check payable to your order in the amount of \$122.50 to cover the following:

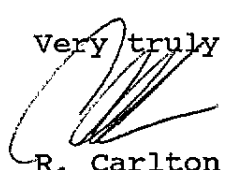
Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Fee		<u>35.00</u>

\$ 122.50

The location of the principal office for the Registered Agent is 1253 Park Street, Clearwater, Florida, 33756.

We shall appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,

  
R. Carlton Ward

RCW/mm  
Enclosures

P. Hall

JAN 16 1998

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ARTICLES OF INCORPORATION

OF

MARCY'S GOURMET GIFTS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.

NAME

The name of this corporation shall be MARCY'S GOURMET GIFTS, INC.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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.

VI.

MAILING ADDRESS

The mailing address of the corporation is: 1253 Park Street, Clearwater, Florida, 33756.

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1253 Park Street, Clearwater, Florida, 33756, and the name of the initial registered agent of this corporation at that address is R. Carlton Ward.

VIII.

INCORPORATOR

The name and address of the person signing these Articles is:

R. Carlton Ward  
1253 Park Street  
Clearwater, Florida 33756.

IX.

INDEMNIFICATION

The corporation shall indemnify any officer or director, of any former officer or director, to the full extent permitted by law.

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions 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 subscriber has executed these Articles of Incorporation this 13 day of January, 1998.

  
\_\_\_\_\_  
R. CARLTON WARD

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

98 JAN 15 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First--That MARCY'S GOURMET GIFTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named R. Carlton Ward located at 1253 Park Street, Clearwater, Florida 33756, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provision of said Act relative to keeping open said office.

By: 

R. CARLTON WARD  
(REGISTERED AGENT)