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DAVID McCAW
McCAW GIFTS & COLLECTIBLES INC.
2583 PARK ST
JACKSONVILLE, FL 32204

May 7, 1998

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-05/11/98--01111--008
*****70.00 *****70.00

Hon. Sandra P. Mortham Secretary of State
ATTN: Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
MAY 11 1998
TALLAHASSEE, FL

RE: McCAW GIFTS & COLLECTIBLES INC.

Dear Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation.

Also please find a check in the amount of \$70.00 for filing the same. Your assistance in this matter is greatly appreciated.

Yours truly.


David McCaw

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

The name of this corporation shall be: **McCAW GIFTS & COLLECTIBLES INC.**

The principal place of business of this corporation shall be:

ARTICLE III - DURATION

ARTICLE IV - PURPOSE

ARTICLE V - CAPITAL STOCK

ARTICLE VI - PREEMPTIVE RIGHTS

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of this Corporation shall be:

DAVID McCRAW
2583 PARK ST
JACKSONVILLE, FL 32204

ARTICLE VIII - BOARD OF DIRECTORS

ARTICLE X - INDEMNITY

The Corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

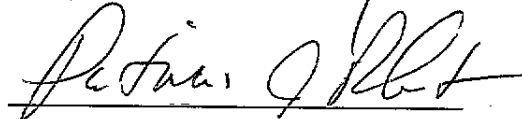
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 7th day of May, 1998.


DAVID McCAW

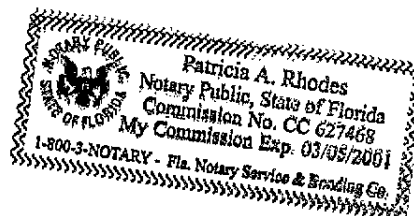
**STATE OF FLORIDA
COUNTY OF DUVAL**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID McCAW known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 7th day of May, 1998.



NOTARY PUBLIC, State of
Florida at Large.
My Commission Expires:

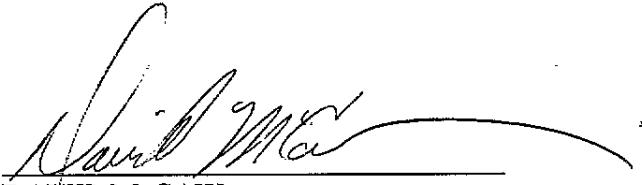


**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:


FIRST that McCAW GIFTS & COLLECTIBLES INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2583 PARK ST., JACKSONVILLE, FL 32204 has named DAVID McCAW as its agent to accept service of process within Florida.

Dated: _____



DAVID McCAW

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



DAVID McCAW
Registered Agent