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DENIS A. BRASLOW
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June 2, 1998

Corporate Records
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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*****70.00 *****70.00

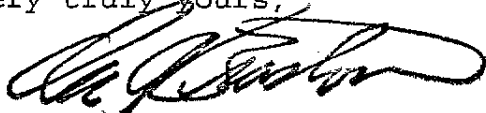
RE: THE GIFT BOX OF PENSACOLA, INC.

Dear Sir:

Please find enclosed the original and an executed copy of the articles of this proposed corporation. Kindly endorse your approval on the duplicate copy, certify and return to me.

A check for \$70.00 payable to the Secretary of State is enclosed.

Very truly yours,



DENIS A. BRASLOW

DAB:sb
Enclosures

FILED
98 JUN -8 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98/6/10/98
4

ARTICLES OF INCORPORATION
OF
THE GIFT BOX OF PENSACOLA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of the corporation is THE GIFT BOX OF PENSACOLA, INC.

ARTICLE II.
DURATION

This corporation shall have perpetual existence, commencing on the filing of these articles with the Department of State.

ARTICLE III.
CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE IV.
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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V.
PURPOSE

This corporation is organized for the business purpose of retail sale of merchandise and for the purpose of transacting any and all lawful business.

ARTICLE VI.
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 7411 Lillie Lane, Pensacola, Florida 32526, and the initial registered agent of this corporation is David Bryant Bates and his address is 7411 Lillie Lane, Pensacola, Florida 32526.

ARTICLE VII.


The principal office and the mailing address of this corporation is 7411 Lillie Lane, Pensacola, Florida 32526.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one.

The name of the initial director of this corporation and his address are as follows: David Bryant Bates, 7411 Lillie Lane, Pensacola, Florida 32526.

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any rights conferred upon shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles this 5th day of June, 1998.



David Bryant Bates, Incorporator
7411 Lillie Lane
Pensacola, FL 32526

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me this 5 day of June, 1998, by David Bryant Bates, the above named subscriber, who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE(S) as identification.

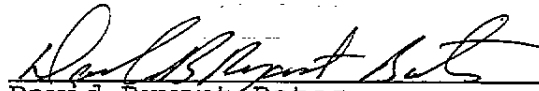

NOTARY PUBLIC



Denis A. Braslow
MY COMMISSION # CC571556 EXPIRES
September 7, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


David Bryant Bates
7411 Lillie Lane
Pensacola, FL 32504

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA