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*Law Office*  
*McCutcheon and Rowan*

GORDON D. McCUTCHEON, JR.  
1928-1989  
JAMES J. ROWAN

3839 Fourth Street N., Suite 390  
St. Petersburg, Florida 33709  
PLEASE REPLY TO:  
P.O. DRAWER 1  
ST. PETERSBURG, FLORIDA 33731

TELEPHONE  
813 898-5151  
FACSIMILE  
813 898-5154

July 6, 1998

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\*\*\*\*122.00 \*\*\*\*122.00

Division of Corporations  
Department of State  
409 E. Gaines St.  
Tallahassee, FL 32301

RE: Traditions Business Gifts, Inc.

Dear Sir or Madam:

Pursuant to the above matter, I enclose herewith the following:

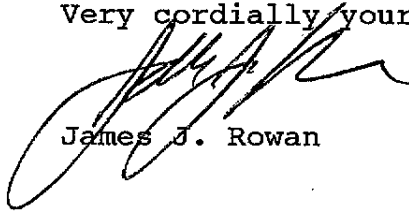
1. Original and one copy of Articles of Incorporation.
2. Check in the amount of \$122.50 representing:

|                    |                 |
|--------------------|-----------------|
| Filing Fee         | \$ 35.00        |
| Certified Fee      | 52.50           |
| Resident Agent Fee | 35.00           |
|                    | <u>\$122.50</u> |

I would appreciate your filing the Articles of Incorporation and returning a certified copy to this office in the enclosed prepaid envelope.

Thanking you for your cooperation in this matter, I remain

Very cordially yours,

  
James J. Rowan

JJR/cac  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 3:14

RD  
07-13-98

ARTICLES OF INCORPORATION  
OF  
TRADITIONS BUSINESS GIFTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 10 PM 3:14

ARTICLE I - NAME

The name of this Corporation is TRADITIONS BUSINESS GIFTS, INC.

ARTICLE II - PERPETUAL EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation shall have the power to do any act in business or commerce as is now or hereafter may be authorized under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 2516A McMullen Booth Road Clearwater, Pinellas County, Florida 33761, and the name of the initial registered agent of this Corporation is CHARLENE M. TOMAS, whose address is 2516A McMullen Booth Road, Clearwater, Florida 33761.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per value common stock. Full preemptive rights granted to each party.

ARTICLE VI - INITIAL BOARD OF DIRECTORS OF CORPORATION

This Corporation shall be managed by its Board of Directors. The name and address of the initial Board of Directors are:

Charlene M. Tomas  
2516A McMullen Booth Road  
Clearwater, Florida 33761

ARTICLE VII - INCORPORATORS

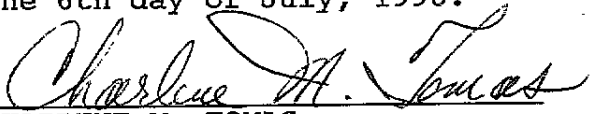
The name and address of the person signing these Articles is:

Charlene M. Tomas, 2516A McMullen Booth Road, Clearwater,  
Florida 33761.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be  
vested in the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation on the 6th day of July, 1998.

  
CHARLENE M. TOMAS


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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that TRADITIONS BUSINESS GIFTS, INC., desires to organize or qualify 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 CHARLENE M. TOMAS, 2516A McMullen Booth Road, Clearwater, Florida 33761 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.

  
CHARLENE M. TOMAS,  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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