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August 3, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

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-08/05/98--01114--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Our File No. 98-20618  
Gifts on Call, Inc./General Representation

Gentlemen:

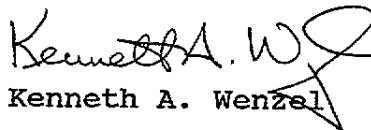
Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of GIFTS ON CALL, INC., together with a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy:	\$52.50

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,

  
Kenneth A. Wenzel

KAW/lcd  
Enclosures (3)

FILED  
98 AUG -5 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH AUG 10 1998

ARTICLES OF INCORPORATION  
OF  
GIFTS ON CALL, INC.

FILED  
98 AUG -5 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this Corporation is GIFTS ON CALL, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be  
c/o Telesystems Management Corp., 6251-B Park of Commerce Blvd.,  
Boca Raton, Florida 33487.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be c/o  
Telesystems Management Corp., 6251-B Park of Commerce Blvd., Boca  
Raton, Florida 33487.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business  
permitted under the laws of the United States and the State of  
Florida.

## ARTICLE 5

### CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of Common Stock, having a par value of ONE CENT (\$.01) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

## ARTICLE 6

### PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, 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.

## ARTICLE 7

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 N. Federal Highway, Suite 440, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is KENNETH A. WENZEL.

ARTICLE 8

INCORPORATOR

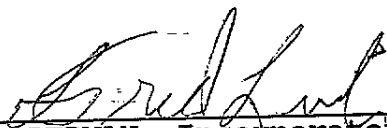
The name and address of the person signing these Articles of Incorporation, the Incorporator, is FRED LIEBERMAN, c/o Telesystems Management Corp., 6251-B Park of Commerce Blvd., Boca Raton, Florida 33487.

ARTICLE 9

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of July, 1998.

  
\_\_\_\_\_  
FRED LIEBERMAN, Incorporator

CERTIFICATE OF  
DESIGNATION OF REGISTERED AGENT  
FOR  
GIFTS ON CALL, INC.


FILED  
98 AUG -5 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following  
is submitted:

GIFTS ON CALL, INC., desiring to organize under the laws of  
the State of Florida, with its registered office as indicated in  
the Articles of Incorporation, has named KENNETH A. WENZEL, located  
at 980 N. Federal Highway, Suite 440, City of Boca Raton, County of  
Palm Beach, State of Florida, as its registered agent for service  
of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the  
above-stated Corporation, at the place designated in this Certi-  
ficate, 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 my duties and I accept the  
duties and obligations as set forth in Section 607.0505, Florida  
Statutes.

  
KENNETH A. WENZEL