

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500002641515--3

-09/16/98-01082-016  
\*\*\*\*122.50 \*\*\*\*122.50

Gifts Ahoy, USA, Inc.

SUBJECT: \_\_\_\_\_  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM:

Madelane S. Guenther

\_\_\_\_\_  
Name (printed or typed)

1201 Hull Street

\_\_\_\_\_  
Address

Gulfport, FL 33707

\_\_\_\_\_  
City, State & Zip

(813) 347-1069

\_\_\_\_\_  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

98 SEP 16 PM 3:09

FILED

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

GIFTS AHOY, USA, INC.

FILED  
98 SEP 16 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE 1 - NAME

The name of the Corporation shall be GIFTS AHOY, USA, INC.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 1201 Hull Street, Gulfport, Florida 33707

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 1201 Hull Street, Gulfport, Florida 33707

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 1201 Hull Street, Gulfport, Florida 33707

Section 2. The name of the initial registered agent of the Corporation located at said address shall be MADELANE S. GUENTHER.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having no par value.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director whose name and address is as follows:

<u>Name</u>	<u>Address</u>
MADELANE S. GUENTHER	1201 HULL STREET GULFPORT, FL 33707

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

#### ARTICLE IX - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group: provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

## ARTICLE X - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment. The Board of Directors may condition its submission of the proposed amendment on any basis.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shareholders entitled to vote thereon (or such greater or lesser number as may be required by law); or

2. The proposed amendment shall be adopted in an action taken by the

shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend there Articles of Incorporation may be exercised by the shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B, 1 or 2 or section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

#### ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
MADLANE S. GUENTHER	1201 HULL STREET GULFPORT, FL 33707

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 11th day of September, 1998.

  
MADLANE S. GUENTHER

CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: GIETS AHOY, USA, INC.
2. The name and address of the registered agent and office is: MADELANE S. GUENTHER  
[name]  
1201 HULL STREET  
[street address, not P.O. box]  
GULFPORT, FLORIDA 33707  
[city, state, zip]

SIGNATURE: M. S. Guenther  
MADELANE S. GUENTHER

TITLE: Incorporator  
DATE: September 11, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: M. S. Guenther  
MADELANE S. GUENTHER

DATE: September 11, 1998

FILED  
98 SEP 16 PM 3:09  
CLERK OF STATE  
TALLAHASSEE FLORIDA