

P98000106432



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 076964 7155224

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 78.75

ORDER DATE : December 23, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 076964-005

CUSTOMER NO: 7155224

800002720688--9

CUSTOMER: Mr. Rick X. Antunes
MR. RICK ANTUNES
MR. RICK ANTUNES
400 East Semoran Blvd, Ste 202

Casselberry, FL 32707

DOMESTIC FILING

NAME: GRAB A GIFT.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 23 PM 2:14

FILED
98 DEC 23 PM 12:14

ARTICLES OF INCORPORATION

OF EFFECTIVE DATE
12/21/98
GRAB A GIFT . COM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 23 PM 2: 14

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: *Grab A Gift.com, Inc.*

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be:
400 East Semoran Blvd, Suite #202, Casselberry, Florida 32707, and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of Internet online sales of flowers, and a variety of gift items, toys, books, music and may also engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$10 par value per share.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be:
400 East Semoran Blvd, Suite #202, Casselberry, Florida 32707.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of this corporation is
December 21, 1998.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Peter W. Antunes

*400 East Semoran Blvd, Suite #202
Casselberry, Florida 32707*

Jeffrey R. Antunes

*400 East Semoran Blvd, Suite #202
Casselberry, Florida 32707*

ARTICLE VIII. INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation is:


Peter W. Antunes

*400 Semoran Blvd, Suite #202
Casselberry, Florida 32707*

The undersigned has (have) executed these Articles of Incorporation this

21st day of December, 1998

 / DIRECTOR
Signature/Title

 / DIRECTOR
Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the state of Florida.

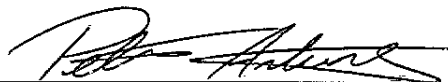
1. The name of the corporation is: *Grab A Gift.com, Inc.*
2. The name and address of the registered agent and office is:

Peter W. Antunes

*400 East Semoran Blvd, Suite #202
Casselberry, Florida 32707*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 23 PM 2:14

SIGNATURE



TITLE


DIRECTOR

DATE

Dec. 21, 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



DATE

Dec. 21, 1998