



THE UNITED STATES
CORPORATION
COMPANY

P9900043456

FILED

99 MAY 12 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 237780 82560A

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 78.75

ORDER DATE : May 12, 1999

ORDER TIME : 2:30 PM

ORDER NO. : 237780-005

EFFECTIVE DATE

5-14-99

300002873173--2

CUSTOMER NO: 82560A

CUSTOMER: Skip Berg, Esq
BERG & DOUGLASS, P.A.
BERG & DOUGLASS, P.A.
Suite D
1872 South Tamiami Trail
Venice, FL 34293

DOMESTIC FILING

NAME: ST. JUDE'S GIFTS & BOOKS, 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: Tamara Odom

EXAMINER'S INITIALS:

PH 5/13/99

RECEIVED
99 MAY 12 PM 3:54

ARTICLES OF INCORPORATION
OF
ST. JUDE'S GIFTS & BOOKS, INC.

FILED
99 MAY 12 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

EFFECTIVE DATE

5-14-99

The name of the corporation shall be ST. JUDE'S GIFTS & BOOKS, INC.

The principal place of business of this corporation shall be as follows:

Corporate Address:

113 E. Milan Avenue
Venice, Florida 34285

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual.
Corporate existence shall begin on May 14, 1999.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct 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 total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share.

The holders of the shares of any class (other than shares which are limited as to dividend rate and liquidation preference) shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from pre-emptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

JENIFER S. TILKA
1237 Schooner Lane
Venice, Florida 34292

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of one (1) director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until her successors are duly elected and qualified are as follows:

Name and street address

JENIFER S. TILKA
1237 Schooner Lane
Venice, Florida 34292

ARTICLE VII

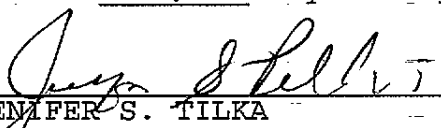
INCORPORATOR

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

Name and street address

JENIFER S. TILKA
1237 Schooner Lane
Venice, Florida 34292

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation this 11 day of May, 1999.




JENIFER S. TILKA
Incorporator and Registered Agent

STATE OF FLORIDA

COUNTY OF SARASOTA

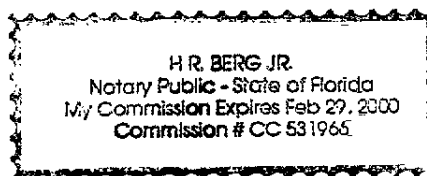
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JENIFER S. TILKA, who is personally known to me or who has produced _____ as identification, to me known to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 11 day of May, 1999.

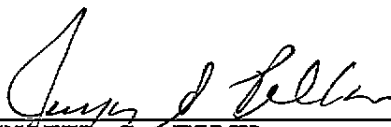


Notary Public

My commission expires:



HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THE FOREGOING ARTICLES OF INCORPORATION, 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.



JENIFER S. TILKA
Registered Agent

DATE: May 11, 1999

FILED
99 MAY 12 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA