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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)922-4001

EFFECTIVE DATE  
6-9-99

From:  
Account Name : LORN LEITMAN, C.P.A.  
Account Number : I19980000088  
Phone : (305)279-8943  
Fax Number : (305)271-4421

FILED  
99 JUN 11 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Carolco, Inc

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

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**EFFECTIVE DATE**  
6-9-99

**ARTICLES OF INCORPORATION**  
**OF**  
**Carolco, Inc.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE I**

The name of the corporation is Carolco, Inc.

**ARTICLE II**

The term of the existence of the corporation is perpetual. The inception date of the corporation and the day it began operations is June 9, 1999.

**ARTICLE III**

The general purposes for which the corporation is to sale wholesale gifts.

**ARTICLE IV**

The aggregate number of shares of stock which the corporation is authorized to issue is One Hundred (100).

**ARTICLE V**

The street address of the initial registered office and the principal place of business of the corporation is 7700 N Kendall Drive Suite 405 Miami, FL 33156 and the name of the agent at such address is : Lorn Leitman.

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Lorn Leitman, Esquire  
Bar Number: 562238

7700 North Kendall Drive, Suite 405, Miami, FL 33156  
(305) 279-8943 fax (305) 271-4421

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ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is THREE (3). The name and address of the person/persons who is/are to serve as initial board are:

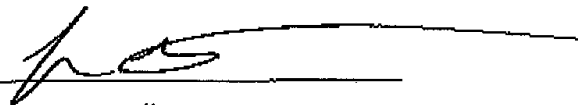
<u>Name</u>	<u>Address</u>
Carol Joseph (P)	1810 NE 190 Terr. N. Miami Beach, Fl 33179
Irvin Joseph (VP)	1810 NE 190 Terr. N. Miami Beach, Fl 33179
Lorn Leitman (Sec)	8120 SW 86 Terr. Miami, Fl 33156

ARTICLE VII

The name and address of the person signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Lorn Leitman (Sec)	8120 SW 86 Terrace Miami, FL 33156

Executed by the undersigned at Miami, Dade County, Florida on this 11  
day of June, 19 99.

  
Lorn Leitman

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Lorn Leitman, Esquire  
Bar Number: 562238

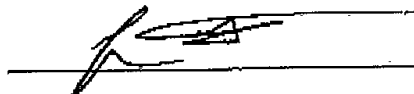
7700 North Kendall Drive, Suite 405, Miami, FL 33156  
(305) 279-8943 fax (305) 271-4421

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## ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation at a capacity place designated in these Articles of Incorporation, I hereby accept to act in this, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.



STATE OF FLORIDA)  
COUNTY OF DADE ): SS:

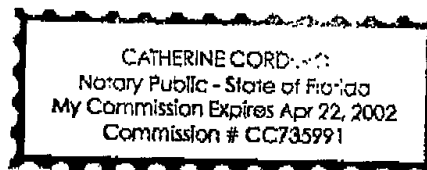
Before me, the undersigned authority, personally appeared Lorn Leitman to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11<sup>th</sup>  
day of JUNE, 19 99.

  
Notary Public, State of Florida, at Large

My Commission Expires:

April 22, 2002



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Lorn Leitman, Esquire  
Bar Number: 562238

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**CERTIFICATE DESIGNATION (OR CHANGING) 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 607.34 Florida Statutes, the following is submitted, in  
compliance with said Act:

First - That Carolco, INC., desiring to organize under the laws of the State of Florida  
, with its principal office, as indicated in the articles of incorporation at City of Miami,

County of Miami-Dade, State of Florida,

has named Lorn Leitman  
(Name of Registered Agent)

located at 7700 N Kendall Drive Suite 405,

City of Miami, County of Miami-Dade,

State of Florida, 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.

**FILED**

99 JUN 11 AM 8:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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