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THE UNITED STATES CORPORATION COMPANY

FILED

99 JUL 20 PM 12: 22

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 312513 4303929

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 78.75

ORDER DATE : July 20, 1999

ORDER TIME : 10:52 AM

ORDER NO. : 312513-005

CUSTOMER NO: 4303929

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CUSTOMER: Annette Botello, Secretary GREENBERG TRAUIG GREENBERG TRAUIG 1221 Brickell Avenue 20th Floor Miami, FL 33131

RECEIVED

99 JUL 20 AM 11: 28 DEPT. OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WISHES ON LINE.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: Jamela Abaied

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION 99 JUL 20 PM 12: 22

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WISHES ON LINE.COM, INC.

ARTICLE I

The name of the corporation is **WISHES ON LINE.COM, INC.** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is *c/o Fernando Margarit, 1221 Brickell Avenue, Miami, Florida 33131.*

ARTICLE III

This Corporation shall have authority to issue One Thousand (1000) shares of Common Stock having a par value of *\$0.01* per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is *1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301* and the name of its initial registered agent at such office is **Corporation Service Company**

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Mark Grant
Access Financial Group, Inc.
1900 Corporate Blvd., N.W.
Suite 105 West
Boca Raton, FL 33431

ARTICLE VII

The name of the Incorporator is Fernando Margarit and the address of the Incorporator is 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation on this 16th day of July, 1999.



Fernando Margarit, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **WISHES ON LINE.COM, INC.** hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY



Agent for the Registered Agent

Dated: July 17, 1999

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TALLAHASSEE, FLORIDA