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DECEMBER 16, 1999

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

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-12/20/99--01106--014
*****78.75 *****78.75

DEAR SIRs;

ENCLOSED ARE TWO (2) COPIES OF THE ARTICLES OF INCORPORATION OF **ADLER GIFT SHOP, INC.** AND THE APPOINTMENT OF A REGISTERED AGENT FOR FILING PURPOSES.

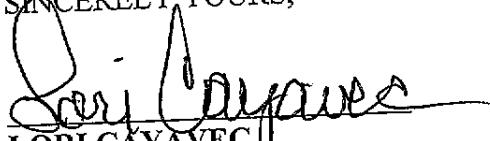
ALSO ENCLOSED IS A CHECK FOR \$78.75 TO COVER CHARTER TAX, FILING FEES, REGISTERED AGENT FILING FEE, AND COST OF A CERTIFIED COPY OF THE ARTICLES.

PLEASE SEND A CERTIFIED COPY TO ME.

THANK YOU FOR YOUR PROMPT ATTENTION TO THIS MATTER.

FILED
99 DEC 20 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SINCERELY YOURS,


LORI CAYAVEC

S. Thompson DEC 23 1999

ARTICLES OF INCORPORATION

OF

ADLER GIFT SHOP, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

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TALLAHASSEE FLORIDA

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS ADLER GIFT SHOP, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION WILL BE 3986 CAPITOL DRIVE, PALM HARBOR, FLORIDA 34685.

ARTICLE III. DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE OF FILING OF THESE ARTICLES.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS.

ARTICLE V. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 COMMON SHARES OF \$1.00 PAR VALUE.

ARTICLE VI. PREEMPTIVE RIGHTS GRANTED

EVERY SHAREHOLDER, UPON SALE FOR CASH BY THIS CORPORATION OF ANY NEW CAPITAL STOCK OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THERE OF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES).

ARTICLE VII. REGISTERED AGENT AND OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS **3986 CAPITOL DRIVE, PALM HARBOR, FLORIDA 34685**. THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS **LORI CAYAVEC**.

ARTICLE VIII. DIRECTORS

THE BOARD OF DIRECTORS SHALL CONSIST OF **TWO** MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN (1). THE NAME AND ADDRESS OF EACH MEMBER OF THE BOARD OF DIRECTORS ARE:

**LORI CAYAVEC
3986 CAPITOL DRIVE
PALM HARBOR, FL 34685**

**ROBERT CAYAVEC
3986 CAPITOL DRIVE
PALM HARBOR, FL 34685**

ARTICLE IX. CUMULATIVE VOTING

AT THE ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTES BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED AT THE TIME MULTIPLIED BY THE NUMBER OF HIS OR HER SHARES OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPAL AMONG ANY NUMBER OF CANDIDATES.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

SHARES HELD OR ACQUIRED BY THE CORPORATION MAY NOT BE RESOLD OR OTHER PERSONS UNLESS FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS ARE WHICH, AND THE TIME WITHIN WHICH THOSE SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

ARTICLE XI. INCORPORATION

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

**LORI CAYAVEC
3986 CAPITOL DRIVE
PALM HARBOR, FL 34685**


ARTICLE XII. INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR ANY FORMER OFFICER TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIII. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 16TH DAY OF DECEMBER 1999.


LORI CAYAVEC

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99 DEC 20 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in Pinellas County, Florida, **LORI CAYAVEC** personally appeared known to me and known to by me to be the person described in and who executed and acknowledged execution of the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and stamp in Pinellas County, Florida on this **16TH** day of **DECEMBER 1999**.

Margaret L. Koski
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I hereby agree as registered agent to accept service of process for the above named corporation and to comply with the applicable provisions of Florida law relative to office hours and the posting or registered agent names.

Lori Cayavec
REGISTERED AGENT
LORI CAYAVEC

