CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 8870 • 1-800-342-8062 • Fax (850) 222-1222

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	Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Fictitious Name Corp Record Search Officer Search Officer Search
Signature	Fictitious Search Fictitious Owner Search Vehicle Search Driving Record UCC 1 or 3 File
Requested by Same Date Time	UCC 11 Sea 2 27 2000 UCC 11 Retrieval
Walk-In Will Pick Up	Courier

ARTICLES OF INCORPORATION

OF

WHOLESALE ART & HOBBY DISTRIBUTORS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is WHOLESALE ART & HOBBY DISTRIBUTORS, ING.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3426 W. Kennedy Blvd., Tampa, FL 33609 and the name of the initial registered agent at such address is Neil S. Schecht.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the corporation is 7207 114th Avenue North, Largo, Florida 33773.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is One (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Name

Address

Richard A. Maslar

3421 Merlin Drive, Clearwater, FL 33761

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Name

<u>Address</u>

Neil S. Schecht

3426 W. Kennedy Blvd. Tampa, FL 33609

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of March, 2000.

NEIL S. SCHECHT, INCORPORATOR

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared NEIL S. SCHECHT, known to me to be the person who executed the foregoing Articles of Incorporation, who is personally known to me and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 22 day of March, 2000.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WHOLESALE ART & HOBBY DISTRIBUTORS, INC., at the place designated in the Articles of Incorporation, NEIL S. SCHECHT agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open said office.

DATED this 22 day of March, 2000.

NEIL S. SCHEEHT SINDA