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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

quilting up a storm, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION OF

QUILTING UP A STORM, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name and Address:

The name of the Corporation shall be

QUILTING UP A STORM, INC.

The address of the initial principal office of this corporation shall be 6629 SCHOONER TERRACE MARGATE, FL 33063, and the mailing address shall be the same.

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TALLAHASSEE, FLORIDA

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ARTICLE II - Nature of Business:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III - Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 per share, par value.

ARTICLE IV - Registered Agent:

The Street Address of the initial registered office of the corporation shall be 3284 North State Road 7, Lauderdale Lakes, Florida 33319, and the name of the initial registered agent of the corporation at that address shall be Nofil & Nofil, P.A.

Prepared by:

Joseph K. Nofil, President
Nofil & Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

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ARTICLE V - Term of Existence:

The corporation is to exist perpetually.

ARTICLE VI - Officers and Directors:

This corporation shall have two officers and two directors, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until their successor is elected or appointed is:

DONNA A. LUDWIG
6629 SCHOONER TERRACE
MARGATE, FL 33063

PRESIDENT
TREASURY
SECRETARY

MICHAEL C. LUDWIG
6629 SCHOONER TERRACE
MARGATE, FL 33063

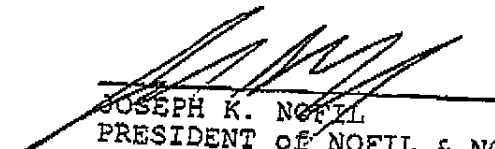
VICE PRESIDENT

ARTICLE VII - Incorporator:

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

Nofil & Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, on this 10th day of April, 2000.


JOSEPH K. NOFIL
PRESIDENT OF NOFIL & NOFIL, P.A.
(REGISTERED AGENT) (INCORPORATOR)

Prepared by:

Joseph K. Nofil, President
Nofil & Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

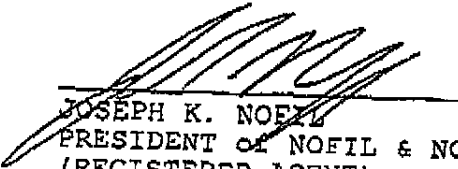
In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First That QUILTING UP A STORM, INC.

desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at the City of Margate, County of Broward,
State of Florida has named Nofil & Nofil, P.A., located at
3284 North State Road 7, City of Lauderdale Lakes, County of
Broward, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGEMENT:

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.


JOSEPH K. NOFIL
PRESIDENT OF NOFIL & NOFIL, P.A.
(REGISTERED AGENT)

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00 APR 11 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:

Joseph K. Nofil, President
Nofil & Nofil, P.A.
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