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THE EDWARDS LAW FIRM

A Professional Association

September 26, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Yankee Doodlin' A Scrapbooking Store, Inc.

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-09/28/00--01050--018
*****78.75 *****78.75

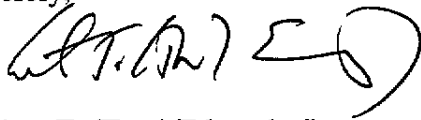
Ladies and Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for Yankee Doodlin' A Scrapbooking Store, Inc., for filing. My office's trust account check in the amount of \$78.75 is enclosed for the filing fee, registered agent designation, and the fee for a certified copy. The effective date of this corporation is October 1, 2000.

Please forward the corporate documents and the certified copy of the Articles to my office.

Thank you for your attention and courtesies in this matter. If you require any further information, feel free to contact me at your convenience.

Sincerely,



William T. (Tom) Edwards, Jr.

EFFECTIVE DATE
10-1-00

00 SEP 28 PM 3:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WTEjr/tbm

enclosures

F. CHESSEB OCT. 2 2000

William T. (Tom) Edwards, Jr.
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ARTICLES OF INCORPORATION

OF

YANKEE DOODLIN' A SCRAPBOOKING STORE, INC.

THE UNDERSIGNED incorporators to these Articles of Incorporation, natural persons competent to contract, hereby desire to form a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions hereof, and does hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be:

EFFECTIVE DATE

10-1-00

YANKEE DOODLIN' A SCRAPBOOKING STORE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 28 PM 3:17

FILED

ARTICLE II. GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to carry on any business, occupation, undertaking, or enterprise and to exercise any power of authority which may be done by a private corporation organized and existing under and by virtue of the laws of Florida and it is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by the laws of Florida.

ARTICLE III. STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to Seven Thousand Five Hundred (7,500) shares of voting common stock with a par value of one dollar (\$1.00) per share. Any restriction on the sale and transfer of ownership of stock shall be determined by the Board of Directors as set forth by the corporation's By-laws and shall be so stated on any certificate of stock issued by

the corporation.

ARTICLE IV. CORPORATION EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V. ADDRESS OF CORPORATION

The street address of the principal office of this corporation is 2106 Park Avenue, Orange Park, Florida 32073. The Board of Directors may from time to time move the office to any other place in the State of Florida.

ARTICLE VI. INITIAL REGISTERED AGENT

The name and address of the initial registered agent of the corporation is Brandi M. Rains, 2106 Park Avenue, Orange Park, Florida 32073.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

The name and address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors shall have been elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Brandi M. Rains	2810 Southampton Drive Middleburg, Florida 32068
Michael S. Rains	2810 Southampton Drive Middleburg, Florida 32068

ARTICLE VIII. INCORPORATOR

The name and address of each incorporator to the Articles of incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Brandi M. Rains	2810 Southampton Drive Middleburg, Florida 32068
Michael S. Rains	2810 Southampton Drive Middleburg, Florida 32068

ARTICLE IX. SELF-DEALING

No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and not contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, in or any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

ARTICLE X. EFFECTIVE DATE of INCORPORATION

The effective date of incorporation of this corporation shall be October 1, 2000.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, as incorporators, hereunto set our hands and seals this

15th day of September, 2000.

Brandi M. Rains
Brandi M. Rains


Michael S. Rains
Michael S. Rains

STATE OF FLORIDA

COUNTY OF CLAY

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Brandi M. Rains and Michael S. Rains () who are personally known to me or (X) who provided FL Drivers License as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to said Articles of Incorporation.

WITNESS my hand and official seal on this 15th day of September, 2000, at Orange Park, Florida.

William Thomas Edwards, Jr.
Notary Public, State of Florida
My Commission Expires:  William Thomas Edwards, Jr.
My Commission CC813858
Expires March 2, 2003

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **YANKEE DOODLIN' A SCRAPBOOKING STORE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2106 Park Avenue, Orange Park, Clay County, Florida 32073, has named Brandi M. Rains, located at 2106 Park Avenue, Orange Park, Florida 32073, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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.

By Brandi M. Rains
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 28 PM 3:17

FILED