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LISA VILLOCH
SCRAPBOOK EMPORIUM, INC.
13763 SW 152 Street
Miami, Florida 33177

October 11, 2000

FILED
00 OCT 11 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-4-00

Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, FL 32301

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-10/16/00--01016--001
*****78.75 *****78.75

Re: Scrapbook Emporium, Inc.

Gentlemen:

Enclosed please find the original Articles of Incorporation for Scrapbook Emporium, Inc., for filing, together with the required Resident Agent designation for the above corporation.

Also enclosed is my check in the amount of \$78.75 which represents the filing fee in this matter. Kindly certify one copy of the articles and return them to this office.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,


LISA VILLOCH

✓ R. VARNADORE OCT 16 2000

ARTICLES OF INCORPORATION
FOR
SCRAPBOOK EMPORIUM, INC.

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ARTICLE I.

The name of the corporation is "Scrapbook Emporium, Inc."

ARTICLE II.

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be October 4, 2000.

ARTICLE III.

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the state of Florida.

ARTICLE IV.

The corporation shall have the authority to issue not more than 500 shares of a common class with a par value of \$1.00 per share.

ARTICLE V.

The shareholders are hereby granted preemptive rights. Each shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others, which price may be in excess of par.

ARTICLE VI.

The principal address and mailing address of the corporation is 13763 SW 152 Street, Miami, Florida 33177.

ARTICLE VII.

The street address of the initial registered office of the corporation is 13763 SW 152 Street, Miami, Florida 33177. The name of the corporation's initial registered agent at said address is Lisa Villoch.

ARTICLE VIII.

The name and street address of the incorporator is:

Lisa Villoch

13763 SW 152 Street
Miami, Florida 33177

ARTICLE IX.

No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient

for the purpose without counting the votes or consents of such interested directors;

- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

ARTICLE X.

These Articles of Incorporation may be amended in the manner provided by Florida law.

Executed at Miami, Florida this 6 day of October, 2000.

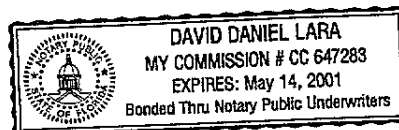
Lisa Villoch
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

These Articles of Incorporation were acknowledged before me this 6 day of October, 2000, by Lisa Villoch, Incorporator, who is personally known to me or who produced a valid drivers license as identification.

David Daniel Lara
Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article VII of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 6 day of October, 2000.

Lisa Villoch
LISA VILLOCH

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