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Please reply to:
631 Palm Springs Drive
Suite 115
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December 29, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: **BUSY FINGERS QUILT SHOP, INC.**


To Whom It May Concern:

Please find enclosed the two original copies of Articles of Incorporation for the above-referenced organization and my check for \$70.00 to cover the filing fee.

After approval, please return a conformed copy of the Articles to this office.

Thank you for your assistance.

Very truly yours,



Richard W. Copeland

RWC/chs
Enc.

FILED
01 JAN -2 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 1-8

ARTICLES OF INCORPORATION
OF
BUSY FINGERS QUILT SHOP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I- Name

The name of this corporation is **BUSY FINGERS QUILT SHOP, INC.**

Article II-Duration

This corporation shall exist into perpetuity unless sooner dissolved by law and commencing with the date of **January 2, 2001**.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the United States and of the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock, which shall be designated "common stock."

Article V - Initial Registered Office and Agent

The address of the initial principal office of this corporation is Island Business Center, 460 North C.R. 427, Unit 112, Longwood, Florida 32750, and the name and address of the initial registered agent of this corporation is Carol Goodboe, Island Business Center, 460 North C.R. 427, Unit 112, Longwood, Florida 32750.

Article VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Carol Goodboe
109 Bristol Circle
Sanford, FL 32773

Glenda Ballentine
1840 Lake Emma Road
Longwood, FL 32750

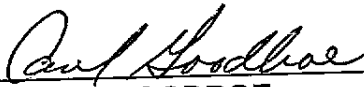
Article VII - Incorporator

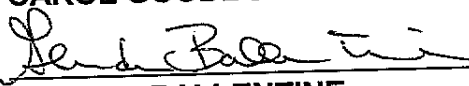
The name and address of the persons signing these Articles are:

Carol Goodboe
109 Bristol Circle
Sanford, FL 32773

Glenda Ballentine
1840 Lake Emma Road
Longwood, FL 32750

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of **December, 2000**.



CAROL GOODBOE


GLEND A BALLENTINE


STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **CAROL GOODBOE and GLENDA BALLENTINE**, known personally by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged under oath before me that they executed those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this day of December, 2000.

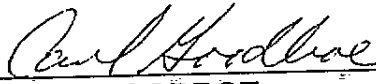


Notary Public
My Commission expires:

 Richard W Copeland
My Commission CC738190
Expires May 19, 2002

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named in Article V of the foregoing Articles of Incorporation as the initial Registered Agent of the Corporation therein, hereby accepts such appointment, agrees to act in such capacity and agrees to comply with the provisions of law relative to keeping said office open.



CAROL GOODBOE

Registered Agent

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ON JAN -2 PM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA