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LIGHTSEY & ASSOCIATES, P.A.

FILED

01 MAR 26 AM 11:19

2600 TECHNOLOGY DRIVE, SUITE 200
ORLANDO, FLORIDA 32804
Telephone: (407) 292-2220
Facsimile: (407) 296-2224

SECRETARY OF STATE
TALLAHASSEE FLORIDA

To: Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-03/21/01--01015--009
*****78.75 *****78.75

From: Virginia Manning, Assistant to Alton Lightsey
Date: March 21, 2001
Re: Scrap Art, Inc.

Enclosed are Articles of Incorporation of Scrap Art, Inc. for filing, along with our check in the amount of \$78.75 for filing fee, Registered Agent Designation and a certified copy. Please return the certified copy of the filed Articles to the above address. Thank you for your attention to this matter.

D. WHITE MAR 29 2001

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ARTICLES OF INCORPORATION
of
SCRAP ART, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Scrap Art, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

1. To engage in the business of retail sales of memory book art and related items.
2. To transact any other lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 100,000 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

7372 Glenwood Rd.
Cocoa, FL 32927

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the principal registered office of this corporation is 2600 Technology Drive, Suite 200, Orlando, Florida 32804 and the name of the initial registered agent of this corporation at that address is Alton L. Lightsey.

ARTICLE VIII - 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 or more than ten. The name and address of the initial directors of this corporation are:

Trina Gray
7372 Glenwood Road
Cocoa, FL 32927

Christie Dolan
7372 Glenwood Road
Cocoa, FL 32927

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles are:

Alton L. Lightsey
Lightsey & Associates, P.A.
2600 Technology Drive, Suite 200
Orlando, Florida 32804

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of March, 2001.



Alton L. Lightsey
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Alton L. Lightsey

Date: March 21, 2001