

Michael S. McDuffie
Accountant
797 North Pearl Street
7798 Madsen Circle, FL 32536
Creation FL
Phone: (850) 682-4357

April 11, 2001

PO10000043287

EFFECTIVE DATE
05/01/01

Honorable Katherine Harris
Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0001

Re: Articles of Incorporation.
Canyon Creations, Inc.

600004043136--7
-04/23/01--01042--010
*****78.75 *****78.75

Dear Ms. Harris: -----

Enclosed are the original and one copy of the Articles of Incorporation of Canyon Creations, Inc. A check in the amount of \$78.75 is also enclosed for the cost of filing.

Thank you for your courtesy in this matter.

Sincerely,

Michael S. McDuffie
Michael S. McDuffie

MSM
Enclosures

FILED
01 APR 27 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 30 2001

W01-9177

(7)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 24, 2001

MICHAEL S MCDUFFIE
797 NORTH PEARL STREET
CRESTVIEW, FL 32536

SUBJECT: CANYON CREATIONS, INC.
Ref. Number: W01000009177

We have received your document for CANYON CREATIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 201A00024178

ARTICLES OF INCORPORATION
OF
CANYON CREATIONS, INC.

EFFECTIVE DATE
05/01/01

The undersigned, acting as incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

NAME: The name of this corporation is CANYON CREATIONS, INC. and the principal place of business shall be 7798 Madsen Circle, Laurel Hill, FL 32567.

ARTICLE II.

DURATION: The corporation shall exist perpetually

ARTICLE III.

PURPOSE: The purpose or purposes for which this corporation is organized is to engage in operating an retail and wholesale sales of gifts and accessory items, and/or any activity or business permitted under the laws of the United States and the State of Florida. This shall be a general purpose corporation. Its goals and purposes shall be determined by its directors. The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes. Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient to corporate purposes, and to do all things authorized by the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV.

CAPITAL STOCK: The amount of capital stock authorized by the corporation shall be one thousand (1,000) shares of common stock with a par value of one (\$1.00) Dollar per share. The whole or any part of the capital stock of this corporation shall be payable in cash, or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V.

INITIAL CAPITAL: The amount of capital stock with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI.

SHAREHOLDER'S RIGHTS: Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII.

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as maybe done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

INITIAL REGISTERED OFFICE: The street address of the initial registered office of this corporation in the State of Florida is 7798 Madsen Circle, Laurel Hill, FL 32567. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE IX.

INITIAL REGISTERED AGENT: The initial registered agent of this corporation is Kathleen R. Thompson, whose address is 7798 Madsen Circle, Laurel Hill, FL 32567.

ARTICLE X.

INITIAL DIRECTORS AND OFFICERS: This corporation shall have FOUR (4) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial Directors and Officers are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
Franklin E. Thompson	7798 Madsen Circle Laurel Hill, FL 32567	President
Kathleen R. Thompson	7798 Madsen Circle Laurel Hill, FL 32567	Vice President
Elenson Thompson	7798 Madsen Circle Laurel Hill, FL 32567	Secretary
Susan McDonald	8341 Miranda Drive Navarre, FL 32566	Treasurer

ARTICLE XI.

INCORPORATION: The name and address of the incorporator signing these Articles of Incorporation is Kathleen R. Thompson, whose address is 7798 Madsen Circle, Laurel Hill, FL 32567.

ARTICLE XII.

CUMULATIVE VOTING: At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

BY-LAWS: The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIV:


SECTION 1244 STOCK: It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XV:

EFFECTIVE DATE: The effective date of this corporation shall be May 1, ~~April 11,~~ 2001.

ARTICLE XVI:

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors; proposed by them to the shareholders and approved at shareholders' meetings by a majority of the shareholders entitled to vote thereon.

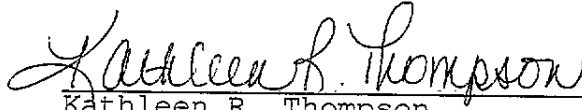

Kathleen R. Thompson

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:


First that **CANYON CREATIONS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7798 Madsen Circle, Laurel Hill FL 32567, has named **Kathleen R. Thompson**, as its agent to accept service of process within Florida.

Dated this ^{1st} ~~11th~~ day of ^{May} ~~April~~, 2001.


Kathleen R. Thompson

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I, **Kathleen R. Thompson**, hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Kathleen R. Thompson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA