

DAVID K. OAKS, P.A.

ATTORNEY AT LAW

DAVID K. OAKS

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PO10000095450

September 25, 2001

State of Florida
Division of Corporations
P. O. Box 1500
Tallahassee, FL 32302-1500

Re: SCRAPBOOK QUEEN'S SUPERSTORE, INC.
Articles of Incorporation

Dear Sir:

300004614503--0
-09/27/01--01070--009
*****78.75 *****78.75

Enclosed please find an original and two copies of the Articles of Organization for Scrapbook Queen's Superstore. Our check in the amount of \$78.75 is enclosed for the filing fee and certified copy. Thank you for your assistance.

Yours very truly,

David K. Oaks
David K. Oaks

DKO:js
Encl.

FILED
01 SEP 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK OCT 01 2001

16

ARTICLES OF INCORPORATION
OF
SCRAPBOOK QUEEN'S SUPERSTORE, INC.

FILED
01 SEP 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, JACKIE M. SMITH and PATTI J. OAKS, do hereby prepare these Articles of Incorporation for the purpose of forming a corporation for profit as provided under the laws of the State of Florida.

1. NAME. The name of the corporation shall be **SCRAPBOOK QUEEN'S SUPERSTORE, INC.,** a Florida corporation.

2. PURPOSE. The said corporation is to be in the business of engaging in any and all activities allowable under the laws of the State of Florida.

3. GENERAL POWERS. The Association shall have the following powers:

a) To buy, sell, trade, exchange and otherwise transfer and assign all types of real, personal and mixed property, and more specifically to engage fully for the purposes contained in Article II above.

b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida Statute 607.141.

d) To construct, buy, own, sell, lease, and operate such buildings and other structures and facilities as may be deemed necessary and proper in connection with the conduct of the business of said corporation.

e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all any of its property, and income.

g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida Statute 607.011, and to exercise all other powers provided by law to be exercised by corporations.

4. TERM. This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

5. OFFICE. The principal office and mailing address of the corporation is to be located at 407 East Marion Avenue, Suite 101, Punta Gorda, FL 33950.

6. MANAGEMENT. This corporation shall have two directors, elected in accordance with the corporation by-laws. The affairs and business of this corporation shall be conducted by the Board of Directors and a President/Secretary/Treasurer, all of whom will be elected annually by the members of the corporation.

7. DIRECTORS. The names and addresses of the first Board of Directors of this corporation follows:

JACKIE M. SMITH	1951 Cypress Street Punta Gorda, FL 33950
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PATTI J. OAKS	27245 Porto Nacional Punta Gorda, FL 33983
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This Board of Directors shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

7. OFFICERS.

a) The names and addresses of the first Officers of this corporation are as follows:

President	JACKIE M. SMITH 1951 Cypress Street Punta Gorda, FL 33950
Secretary/Treasurer	PATTI J. OAKS 27245 Porto Nacional Punta Gorda, FL 33983

These officers shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

8. STOCK. Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock with \$1.00 par value; no other class or type of stock to be issued. Each share of stock shall entitle the owner thereof to one (1) vote.

9. SHAREHOLDERS. The name and post office address of each shareholder hereto, the number of shares of stock each agrees to take, and the amount to be paid therefore, follows:

JACKIE M. SMITH 1951 Cypress Street Punta Gorda, FL 33950	50 SHARES
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PATTI J. OAKS 27245 Porto Nacional Punta Gorda, FL 33983	50 SHARES
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10. RESIDENT AGENT. The name and address of the resident agent of the corporation is:

DAVID K. OAKS, ESQ.
DAVID K. OAKS, P.A.
407 East Marion Avenue, Suite 101
Punta Gorda, FL 33950

11. BY-LAWS. The By-laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF, said parties and subscribers have hereunto

set their hands and seals this 25th day of September, 2001.

SIGNED AND SEALED
IN THE PRESENCE OF:

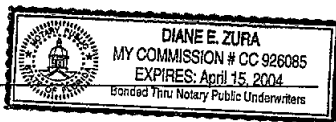
[Signature]
April M. OX

[Signature]
JACKIE M. SMITH
[Signature]
PATTI J. OAKS

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared JACKIE M. SMITH incorporator of SCRAPBOOK QUEEN'S SUPERSTORE, INC. who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this _____ day of September, 2001.
My Commission Expires: _____

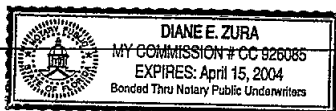


[Signature]
Notary Public

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared PATTI J. OAKS incorporator of SCRAPBOOK QUEEN'S SUPERSTORE, INC. who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 25th day of September, 2001.
My Commission Expires: _____



[Signature]
Notary Public

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First, That SCRAPBOOK QUEEN'S SUPERSTORE, INC., desiring to
organize under the laws of the State of Florida with its principal
office as indicated in the Articles of Incorporation at City of
Port Charlotte, County of Charlotte, State of Florida, has named
DAVID K. OAKS, P.A., County of Charlotte, State of Florida, 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
provisions of said act relative to keeping open said office.

By David K. Oaks
Resident Agent

FILED
01 SEP 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA