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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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02 OCT 22 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**XPRESS YOURSELF SCRAPBOOKS, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 04      |
| Estimated Charge      | \$78.75 |

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(4)

ARTICLES OF INCORPORATION

OF

XPRESS YOURSELF SCRAPBOOKS, INC.

The undersigned, acting as incorporator of Xpress Yourself Scrapbooks, Inc. under the Florida Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is: Xpress Yourself Scrapbooks, Inc.

ARTICLE II - ADDRESS

The mailing address of the corporation is: 8704 Wendy Lane East  
West Palm Beach, FL 33411

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these articles of incorporation.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida statutes. The purpose of this corporation is to render in and all services pertaining to sales of scrapbooks.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8704 Wendy Lane East, West Palm Beach, FL 33411 and the name of the corporation's initial registered agent at the address is Mark Bernstein.

I hereby accept duties as registered agent.



Registered Agent

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## ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may either be increased or diminished from time to time, as provided in the bylaws, but never be less than one. The name and address of the initial directors are:

NAME: Karen Valente                      ADDRESS: 8704 Wendy Lane East  
West Palm Beach, FL 33411

NAME: Gina Ray                              ADDRESS: 8410 Pamie Street  
Tampa, FL 33614

## ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME:    ADDRESS:  
  
Mark Bernstein                              5001 S. University Drive  
Suite #K  
Davie, FL 33328

## ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders specifically providing that the bylaw is not subject to amendment or repeal by the directors.

## ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these articles of incorporation in the manner described by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation this 22nd day of October 2002.

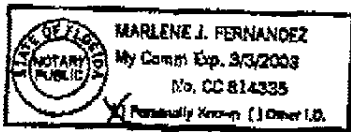
  
\_\_\_\_\_  
Incorporator

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STATE OF FLORIDA     )  
                                   SS:  
 COUNTY OF BROWARD    )

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared Mark Bernstein known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the articles of incorporation.

In witness whereof, I have hereunto set my hand and seal in the state and county aforesaid this 22nd day of October 2002.



*Marlene J. Fernandez*  
 Notary Public

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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ACKNOWLEDGEMENT:

Having been named to accept service of process for corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provision of the Florida Business Corporation Act, and am familiar with, accept, the obligations of that position.

*Mark Bernstein*  
 Mark Bernstein

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