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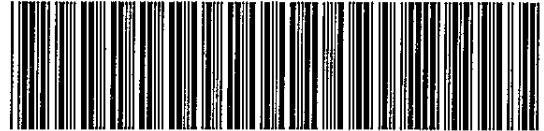
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TALLAHASSEE FLORIDA

SANDRA A. SUTLIFF

ATTORNEY AT LAW
CERTIFIED FAMILY MEDIATOR

3440 CONWAY BOULEVARD
SUITE 1-C
PORT CHARLOTTE, FLORIDA 33952
TELEPHONE (941) 743-0046

November 22, 2002

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

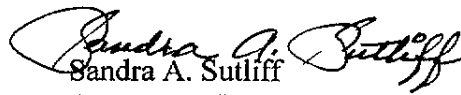
RE: Articles of Incorporation for MY SCRAPBOOK SHOPPE, INC.

Gentlemen:

Enclosed is an original and two copies of Articles of Incorporation for MY SCRAPBOOK SHOPPE, INC. Also enclosed is our check in the amount of \$78.75 representing the required filing fees (filing fee \$35.00, designation of registered agent \$35.00, certified copy of document \$8.75).

If additional information is required or you have any questions regarding the enclosed, please contact me immediately.

Sincerely,


Sandra A. Sutliff
Attorney at Law

cn
Enclosures
cc: Client

**ARTICLES OF INCORPORATION
OF
MY SCRAPBOOK SHOPPE, INC.**

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SECRETARY OF STATE

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **MY SCRAPBOOK SHOPPE, INC.** and its principal place of business shall be located at 5063 Greenway Drive, North Port, Sarasota County, Florida 34287.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock at one dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5063 Greenway Drive, North Port, Florida 34287, and the name of the initial registered agent of this corporation at that address is Gerald W. Stevens, 5063 Greenway Drive, North Port, FL 34287.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have three (3) Directors who shall serve until their successors

shall be elected at the first meeting of the stockholders and thereafter this corporation shall have no less than two (2) directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Gerald A. Stevens	5063 Greenway Drive North Port, FL 34287
Donna M. Stevens	5063 Greenway Drive North Port, FL 34287
Georgette M. Carroll	1872 Jamieson Road Havana, FL 32333

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President	Gerald A. Stevens 5063 Greenway Drive North Port, FL 34287
Vice President – Operations	Georgette M. Carroll 1872 Jamieson Road Havana, FL 32333
Vice President – Finance	Donna M. Stevens 5063 Greenway Drive North Port, FL 34287
Secretary	Donna M. Stevens 5063 Greenway Drive North Port, FL 34287
Treasurer	Donna M. Stevens 5063 Greenway Drive North Port, FL 34287

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Gerald A. Stevens	5063 Greenway Drive North Port, FL 34287
Donna M. Stevens	5063 Greenway Drive North Port, FL 34287
Georgette M. Carroll	1872 Jamieson Road Havana, FL 32333

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided S607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: NOVEMBER 21, 2002.

By Gerald W. Stevens
Gerald W. Stevens
Incorporator

By Donna M. Stevens
Donna M. Stevens
Incorporator

By Georgette M. Carroll
Georgette M. Carroll
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that MY SCRAPBOOK SHOPPE, INC. desiring to organize or qualify under the laws of the State of Florida, has named GERALD W. STEVENS located at 5063 Greenway Drive, North Port, Sarasota County, Florida 34287, as its agent to accept service of process within Florida.

Dated: NOVEMBER 21, 2002.

By Gerald W. Stevens
Gerald W. Stevens
Incorporator

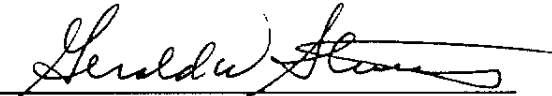
By Donna M. Stevens
Donna M. Stevens
Incorporator

By Georgette M. Carroll
Georgette M. Carroll
Incorporator

ACCEPTANCE OF DESIGNATION 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 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.

Dated: NOVEMBER 21, 2002.

By 
GERALD W. STEVENS, Registered Agent
5063 Greenway Drive
North Port, FL 34287

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TALLAHASSEE FLORIDA