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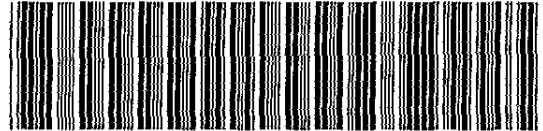
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12/27

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RECEIVED
02 DEC 23 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
02 DEC 27 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

December 23, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5751674 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Shelbyco, Inc. (FL)
Incorporation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R. Bryan
Manager Fulfill Ctr
Connie_Bryan@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 24, 2002

CT CORPORATION

D. S. Shelbyco, Inc.

SUBJECT: SHELBYCO, INC.
Ref. Number: W02000035800

We have received your document for SHELBYCO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2003 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 902A00067326

12/27

RECEIVED
02 DEC 27 AM
DIVISION OF CORP.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

D. & S. Shelbyco, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

109 Grace Avenue
Celebration, Florida 34747

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Wholesale marketing of stationery, paper products and associated items for scrapbooking endeavors as well as any other legal purpose for which a corporation can be organized in Florida

ARTICLE IV SHARES

The number of shares of stock is: 1000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

President and Director: Shauna Shelby
VP/Sec/Teas and Director: Donald E. Shelby, Jr.

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

C T Corporation System 1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Shauna Shelby Donald E. Shelby, Jr.
109 Grace Avenue 109 Grace Avenue
Celebration, FL 34747 Celebration, FL 34747

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

C T Corporation System

By: Hiedi M. Liesch
Signature/Registered Agent HIEDI M LIESCH, SPECIAL ASSY. SECY.

12/19/02
Date

[Signature]
Signature/Incorporator Shauna Shelby/Donald E. Shelby, Jr.

12-4-02
Date