

3130 SW 20 STREET
Miami, FL 33145

CARMEN G. SOTO
Attorney At Law

JANUARY 22, 2003

DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

Re: ONCE UPON A TIME, SCRAPBOOKING & INVITATIONS, INC.

Dear Sir or Madam:

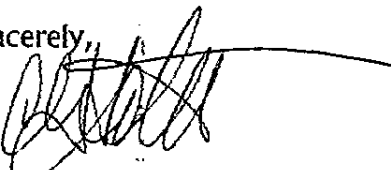
Enclosed herewith please find the Articles of Incorporation for ONCE UPON A TIME, SCRAPBOOKING & INVITATIONS, INC., along with a check in the amount of \$78.75 representing the administrative costs in connection with the filing of said corporation.

Please proceed to file said Articles of Incorporation and to return to us a certificate as evidence of the filing.

Please do not hesitate to contact our office at the number shown on this letterhead if you have any questions or if we may be of any assistance to you.

Thank you.

Sincerely,



Carmen G. Soto
Attorney At Law

ARTICLES OF INCORPORATION
OF
ONCE UPON A TIME, SCRAPBOOKING & INVITATIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ONCE UPON A TIME, SCRAPBOOKING & INVITATIONS, INC.

The principal place of business of this corporation shall be 15866 SW 26 Street, Miramar, FL 33027 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 15866 SW 26 Street, Miramar, FL 33027, and the name of the initial registered agent of the corporation at that address is MARISOL S. MARRERO.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

FILED
03 JAN 27 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers and directors of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are elected or appointed are:

MARISOL S. MARRERO 15866 SW 26 STREET
PRESIDENT, SECRETARY, TREASURER, MIRAMAR, FLORIDA 33027
DIRECTOR

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MARISOL S. MARRERO
15866 SW 26 STREET
MIRAMAR, FL 33027

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand on this
22 day of January, 2003.


MARISOL S. MARRERO

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

MARISOL S. MARRERO, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent according to Florida Statutes.


MARISOL S. MARRERO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA