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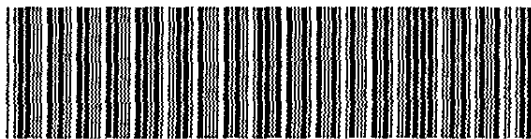
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TALLAHASSEE, FLORIDA

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LAW OFFICES

HAAG, FRIEDRICH & WILCOX, P.A.

452 PLEASANT GROVE ROAD
INVERNESS, FLORIDA 34452

JEANNETTE M. HAAG**
JOHNNYE L. FRIEDRICH**
LARRY M. HAAG°
MARIE T. BLUME

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*CERTIFIED FAMILY LAW MEDIATOR
*CERTIFIED CIRCUIT COURT MEDIATOR
*BOARD CERTIFIED CITY, COUNTY AND
LOCAL GOVERNMENTAL LAW
°ADMITTED TO OKLAHOMA BAR

DAVID L. WILCOX
1919-1997

April 17, 2003

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

RE: CREATIVE FRAMES & GIFTS, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for filing with your office. Also, enclosed herewith is check for \$78.75 to cover your fee.

Please forward the certified copy and letter of acknowledgment to the undersigned.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact this office.

Cordially,

HAAG, FRIEDRICH & WILCOX, P.A.

By: 
Marie T. Blume

MTB/mfd
Enclosures

ARTICLES OF INCORPORATION
OF
CREATIVE FRAMES & GIFTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of the corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

CREATIVE FRAMES & GIFTS, INC.

ARTICLE II. DURATION.

This corporation shall have perpetual existence.

ARTICLE III. PURPOSES

The purposes for which the incorporation is organized are to provide services for the framing of pictures, photographs, etc., to sell gift items and related activities and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all things incidental to them or connected with them that are not forbidden by Florida corporation laws or other laws or by these Articles of Incorporation and to carry out the said purposes in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes are not forbidden by the laws of said state, territory, district or possession of the United States or foreign country.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of stock the corporation shall have the authority to issue is Two Thousand Five Hundred (2,500) shares of \$1.00 par value common stock, which shall be designated "common shares". Said shares shall be

of a single class and shall have the par value as stated herein. All issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to natural persons, estates or trusts as defined in Section 1361(c)(2) or any amendment or successor sections thereto of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial registered agent is:

452 Pleasant Grove Road
Inverness, Florida 34452

and the name of the initial registered agent at such address is:

MARIE T. BLUME, ESQ.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members who shall be TOMMY A. GETER and APRIL GETER and who shall serve as directors until the first annual meeting of the shareholders or until their successors shall have been elected and qualified. The address of the initial directors is:

11531 North Hume Point
Dunnellon, Florida 34434

The number of members of the Board of Directors may be increased or decreased by a majority vote of shareholders.

ARTICLE VII. INITIAL INCORPORATORS

The names and address of the initial incorporators is:

TOMMY A. GETER

who resides at:

11531 North Hume Point
Dunnellon, Florida 34434

ARTICLE VIII. SHAREHOLDER ACTION

An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action, unless otherwise set forth in the By-laws.

ARTICLE IX. AMENDING ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS.

The holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions which shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder and all shares of common stock currently authorized (authorized and issued).

ARTICLE XI. PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

11531 North Hume Point
Dunnellon, Florida 34434

IN WITNESS WHEREOF, the undersigned incorporators have executed

these Articles of Incorporation at Inverness, Citrus County, Florida on this the 16th day of April, 2003.

Tommy A. Geter

TOMMY A. GETER
Incorporator

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 16th day of April, 2003, by TOMMY A. GETER, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:
FLORIDA DRIVER'S LICENSE



Patrice Dorscher
Commission # DD 052895
Expires Sep. 25, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

Patrice Dorscher

NOTARY PUBLIC

My Commission Expires: 9-25-05

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

CREATIVE FRAMES & GIFTS, INC.

2. The name and address of the registered agent and office is:

MARIE T. BLUME, ESQ.
452 Pleasant Grove Road
Inverness, Florida 34452

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 accept the appointment as registered agent and 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.

Marie T. Blume
MARIE T. BLUME, ESQ.

April 16, 2003
Date

FILED
03 APR 21 AM 10:37
STATE
SECRETARY
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 16th day of April, 2003, by MARIE T. BLUME, ESQ., who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:

Patrice Dorsher
NOTARY PUBLIC
My Commission Expires: 9-25-05



Patrice Dorsher
Commission # DD 052895
Expires Sep. 25, 2005
Bonded Thru
Atlantic Bonding Co., Inc.