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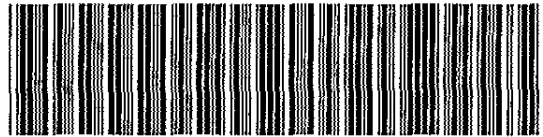
(Business Entity Name)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 148394 80778A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 26, 2003

ORDER TIME : 11:38 AM

ORDER NO. : 148394-005

CUSTOMER NO: 80778A

CUSTOMER: Ms. Peggy Froom
Boone, Boone, Boone, Koda &
Froom, P.a.
P. O. Box 1596

Venice, FL 34284

DOMESTIC FILING

NAME: JENN'S SCRAPBOOK PLACE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JENN'S SCRAPBOOK PLACE, INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: JENN'S SCRAPBOOK PLACE, INC.

**ARTICLE II
PRINCIPAL OFFICE**

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

Mailing: P.O. Box 161
Venice, Florida 34284

Business: 1863 South Tamiami Trail
Venice, Florida 34293

**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1,000).

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name of the initial registered agent, and the address of the registered agent are:

Jennifer Leon
1863 South Tamiami Trail
Venice, Florida 34293

ARTICLE V
INCORPORATOR

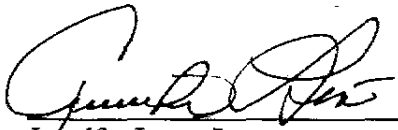
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STATE


The name and street address of the incorporators to these Articles of Incorporation are:

Patricia A. Mahaney
243 Greencove Road
Venice, Florida 34292

Jennifer Leon
1790 Palm Drive
Venice, Florida 34293

The undersigned incorporators have executed these Articles of Incorporation this 24th day of June, 2003.



Jennifer Leon, Incorporator


Patricia A. Mahaney, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated June 24, 2003.


Jennifer Leon, Registered Agent