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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

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**ARTICLES OF INCORPORATION
OF**

NATIONAL INDEPENDENT SCRAPBOOK STORES ASSOCIATION, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: NATIONAL INDEPENDENT SCRAPBOOK STORES ASSOCIATION, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 2150 TAMiami TRAIL, UNIT 9, PORT CHARLOTTE, FL 33948.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 500 shares common stock having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: GERALD W. STEVENS, 2150 TAMIAMI TRAIL, UNIT 9, PORT CHARLOTTE, FL 33948.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

PRESIDENT

GERALD W. STEVENS

2150 TAMIAMI TRAIL, UNIT 9
PORT CHARLOTTE, FL 33948

VICE-PRES

SANDE McDONALD

2525 SHEPHERD ROAD
LAKELAND, FL 33811

SECRETARY

KATHY McADAMS

2150 TAMIAMI TRAIL, UNIT 9
PORT CHARLOTTE, FL 33948

TREASURER

ALEXIA WAX

2150 TAMIAMI TRAIL, UNIT 9
PORT CHARLOTTE, FL 33948

ARTICLE VIII

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 8TH day of APRIL 2004.



INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

TOTAL P.04

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

NATIONAL INDEPENDENT SCRAPBOOK STORES
(Name of Corporation) ASSOCIATION, INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT
THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


REGISTERED AGENT

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