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FLORIDA PROFIT CORPORATION OR P.A.

CAMELOT QUILTS, INC.

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**ARTICLES OF INCORPORATION
OF
CAMELOT QUILTS, INC.**

The undersigned Incorporators, HENRY K. BUNNELL and JENNIFER T. BUNNELL, individuals authorized to contract, hereby present these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, *Florida Statutes*.

ARTICLE I - NAME

The name of this corporation is CAMELOT QUILTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 9815 Kawanee Drive, Pensacola, FL 32514.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement between this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders, if any, at the price and terms identical to the

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proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement between the corporation and the shareholder receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered agent of this corporation shall be 9815 Kawanee Drive, Pensacola, FL 32514, and the name of the initial registered agent of this corporation at that address is JENNIFER T. BUNNELL.

ARTICLE VIII - INCORPORATOR

The name and address of the persons signing these Articles are:

JENNIFER T. BUNNELL
9815 Kawanee Drive
Pensacola, Florida 32514

ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles are filed with the Secretary of State.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation effective the 1st day of January, 2005.

INCORPORATOR:



JENNIFER T. BUNNELL

Date: 1-5, 2005

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of
CAMELOT QUILTS, INC. Further, I am familiar with and accept the duties
and obligations of such designation.


JENNIFER J. BUNNELL
Date: 1-5-2005

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