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FLORIDA PROFIT/NON PROFIT CORPORATION

Scrapbook Creations, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SCRAPBOOK CREATIONS, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

SCRAPBOOK CREATIONS, INC.

ARTICLE II

Principal Office and Mailing Address

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

12313 Cobble Stone Drive
Hudson, FL 34667

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be Ten Thousand (10,000) shares of common stock with a par value of \$.001 per share. Each share of said stock shall entitle the holder thereof to one (1) vote at every annual or special meeting of the shareholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 12313 Cobble Stone Drive, Hudson, FL 34667, and the initial registered agent of this corporation at such office shall be Arbneshia Burrows. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1), the exact number of directors to be fixed from time to time by the shareholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the

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directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause. The name and address of the initial directors of the Corporation, each of whom shall serve until the first annual meeting of shareholders or until his respective successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Arbncsha Burrows	12313 Cobble Stone Drive Hudson, FL 34667

ARTICLE VII

Incorporator

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

<u>Name</u>	<u>Address</u>
Arbnesha Burrows	12313 Cobble Stone Drive Hudson, FL 34667

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IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.

Dated this 28th day of March, 2007.



Arbnesha Burrows, As Incorporator

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FOR

SCRAPBOOK CREATIONS, INC.

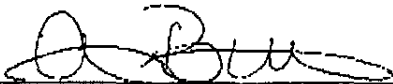
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Arbnesha Burrows, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

DATED this 28th day of March, 2007.


Arbnesha Burrows

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