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LAW OFFICES

RUSSELL D. KAPLAN

A PROFESSIONAL ASSOCIATION

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FORT LAUDERDALE, FLORIDA 33316

RUSSELL D. KAPLAN

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June 22, 1995

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via U.P.S. overnight delivery

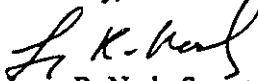
Re: Incorporation of SUCCESSORIES FOR THE HOME, INC.

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above captioned matter. Also enclosed, please find a check in the amount of \$122.50, which represents your fee for filing same. Once you have filed the enclosed Articles of Incorporation, kindly forward the stamped copies to the undersigned in the self-addressed, stamped envelope provided.

Should you have any questions, please feel free to contact me.

Sincerely,


Lucy R. Nash, Secretary to
Russell D. Kaplan

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Enclosures

cc: client

FILED
95 JUN 23 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAID
6/20

**ARTICLES OF INCORPORATION
OF
SUCCESSORIES FOR THE HOME, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is SUCCESSORIES FOR THE HOME, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock without nominal or par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 5542 Southwest 28th Terrace, Fort Lauderdale, Florida 33312.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII. DIRECTORS

This corporation shall have not less than one director.

ARTICLE VIII. INITIAL DIRECTORS and OFFICERS

The names, titles and addresses of the first the Board of Directors and Officers are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Dyan Mary Palczewski	President, Director Treasurer & Secretary	5542 Southwest 28th Terrace Fort Lauderdale, Florida 33312

These officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

NAME

ADDRESS

Dyan Mary Palczewski

5542 Southwest 28th Terrace
Fort Lauderdale, Florida 33312

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is: 5542 Southwest 28th Terrace, Fort Lauderdale, Florida 33312 and the name of the initial Registered Agent of this corporation is Dyan Mary Palczewski.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

ARTICLE XII

The Board of Directors, from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of the Stockholders, and no Stockholder shall have the right to inspect any account or document of the corporation except as permitted by statute, or Board of Directors or by resolution of the Stockholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation, at Fort Lauderdale, Broward County, Florida, this 21 day of June, 1995, for the uses and purposes aforesaid.

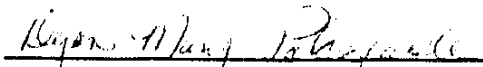
Dyan Mary Palczewski (SEAL)
DYAN MARY PALCZEWSKI

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First—That SUCCESSORIES FOR THE HOME, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 5542 Southwest 28th Terrace, Fort Lauderdale, Florida 33312 County of Broward, and has named Dyan Mary Palczewski as its agent to accept service of process within this State.

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



DYAN MARY PALCZEWSKI
Registered Agent

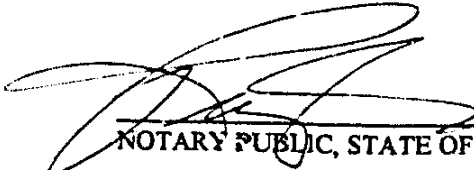
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

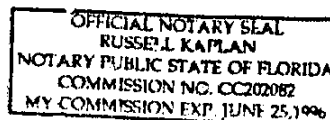
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Dyan Mary Palczewski to me known or who has produced _____ as identification and who is the person(s) who subscribed to the foregoing Articles of Incorporation and who acknowledged before me the execution thereof for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth this 21 day of June, 1995.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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