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MAGGI FISK COOPER  
Post Office Box 366  
Deland, FL 32721

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-04/09/96--01095--002  
\*\*\*\*122.50 \*\*\*\*122.50

City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. *Staryat, Inc.*  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 95 APR - 8 AM 10:16  
 TALLAHASSEE, FLORIDA

D. BROWN APR 12 1996

Examiner's Initials	
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ARTICLES OF INCORPORATION  
OF  
STORYHAT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FILED  
1967 MAR -8 AM 10:16  
TALLAHASSEE  
FLORIDA

ARTICLE I: NAME

The name of the corporation shall be:

Storyhat, Inc.

The principal place of business of this corporation shall be:

1102 Sherbourne Way; Ormond Beach, Florida 32174

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having no par value.

ARTICLE IV: ADDRESS

The street address of the initial registered office of the corporation shall be 1102 Sherbourne Way; Ormond Beach, Florida 32174, and the name of the initial registered agent of the corporation at that address is Suzanne Heath Shaeffer.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

#### ARTICLE VII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VIII: DIRECTORS

This corporation shall have two directors initially. The names and addresses of the initial members of the Board of Directors are:

Suzanne Heath Shaeffer Director	1102 Sherbourne Way Ormond Beach, Florida 32174
James Lee Shaeffer Director	1102 Sherbourne Way Ormond Beach, Florida 32174

#### ARTICLE IX: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Suzanne Heath Shaeffer President	1102 Sherbourne Way Ormond Beach, Florida 32174
Suzanne Heath Shaeffer Secretary/Treasurer	1102 Sherbourne Way Ormond Beach, Florida 32174
James Lee Shaeffer Vice President	1102 Sherbourne Way Ormond Beach, Florida 32174

ARTICLE X: INCORPORATOR

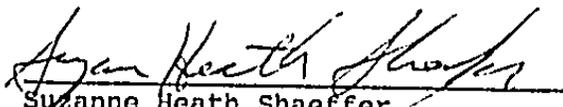
The name and street address of the incorporator to these Articles of Incorporation is:

Suzanna Heath Shaeffer  
1102 Sherbourne Way  
Ormond Beach, Florida 32174

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27th day of February 1996.

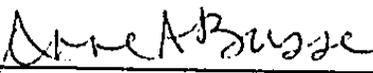
  
Suzanne Heath Shaeffer  
Incorporator

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said corporation.

  
Suzanne Heath Shaeffer  
Registered Agent

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 27 day of February 1996, by Suzanne Heath Shaeffer.

  
Notary Public  
State of Florida at large  
My commission expires:



ANNE A. BUSSE  
My Comm Exp. 3/15/97  
Bonded By Service Ins.  
No. CC265335

|| Personally from U.C.I.A.