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LAW OFFICE
ANDREW H. DRUCKER, P.A.
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11000 HIRSHAYNE BOULEVARD
NORTH MIAMI, FLORIDA 33151

ANDREW H. DRUCKER
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VIA AIRBORNE EXPRESS

July 5, 1996

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Secretary of State
Division of Corporations
ATTN: NEW FILINGS
P. O. Box 6327
Tallahassee, FL 32314

RE: MUFFY 'N' PEBBLES PAPER FACTORY OUTLET, INC.

Dear Sirs/Madam:

Enclosed please find the following:

1. The original Articles of Incorporation for Muffy 'N' Pebbles Paper Factory Outlet, Inc.;
2. A copy of the Articles, which we request that you stamp, date, and then return to this office in the enclosed self-addressed envelope;
3. My trust account check in the amount of \$122.50 representing the filing fee.

Thank you for your attention to this matter.

Very truly yours,



Andrew H. Drucker

AHD:si
encls.

FILED
96 JUL -9 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MUFFY 'N' PEBBLES PAPER FACTORY OUTLET, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby accepts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is MUFFY 'N' PEBBLES PAPER FACTORY OUTLET, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) value common stock, which shall be designated "Common Shares".

ARTICLE V

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this Corporation is 11900 Biscayne Boulevard, Suite 604, N. Miami, Florida 33181.

The name of the initial registered agent of this corporation at that address is: **ANDREW H. DRUCKER**, 11900 Biscayne Boulevard, Suite 604, N. Miami, Florida 33181.

The principal mailing address of the corporation at this time is 6230 West Oakland Park Boulevard, Sunrise, Florida 33313.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The names and addresses of the initial directors of the corporation are:

NORMAN DRITTEL
6230 West Oakland Park Blvd.
Sunrise, FL 33313

GREGORY BARKER
6230 West Oakland Park Blvd.
Sunrise, FL 33313

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:
ANDREW H. DRUCKER, ESQUIRE, 11900 Biscayne Boulevard, Suite 604,
North Miami, FL 33181.

ARTICLE IX

BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any By-Law adopted by the Shareholders if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of July, 1996.

Andrew H. Drucker
ANDREW H. DRUCKER

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ANDREW H. DRUCKER known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 5th day of July, 1996.

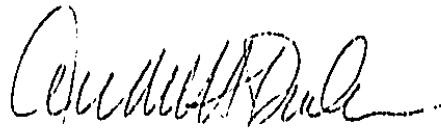
Soila Iglesias
NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

My Commission Expires:



MUFFY 'M' PAPER FACTORY OUTLET, INC.
ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on who process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



ANDREW H. DRUCKER
11900 Biscayne Boulevard
Suite 604
North Miami, FL 33181

FILED
JUL-3 1962
MAY 25
11:00 AM
CLERK OF COURT
JULY 3 1962