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P97000027950
March 18, 1997

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

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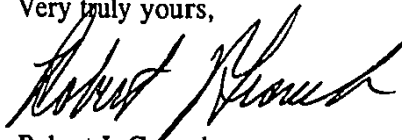
Re: Keepsake Enterprises, Inc.

Ladies and Gentlemen:

I am enclosing with this letter the Articles of Incorporation for the above referenced to-be-formed corporation and a check in the amount of \$122.50 for the filing fee. Please process filing of the enclosed articles and transmit a certified copy to me at the earliest practicable date.

Please contact me if you have questions and thank you for your assistance.

Very truly yours,



Robert J. Gronek
ADMITTED ONLY IN OHIO

RJG/mc
Enclosures

MAR 27

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FILED
97 MAR 24 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KEEPSAKE ENTERPRISES, INC.**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **KEEPSAKE ENTERPRISES, INC.**

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is KP&L Services, Inc.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Joseph R. Panzl	390 N. Orange Avenue Suite 600 Orlando, FL 32801

ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is 625 Main Street, Windermere, Florida 34786.

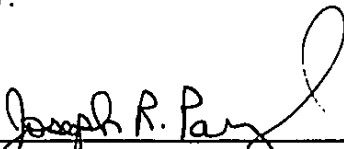
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 17th day of March, 1997.



JOSEPH R. PANZL, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 17th day of March, 1997, by JOSEPH R. PANZL, as incorporator, who is personally known to me.



MARY A CAVANAUGH
My Commission CC449568
Expires Apr. 04, 1999

Mary A. Cavanaugh
NOTARY PUBLIC-STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **KP&L SERVICES, INC.**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

KP&L SERVICES, INC.

By: *Joseph R. Panzl*
Joseph R. Panzl, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA