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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: KEEPSAKE CLUB, INC.

AUDIT NUMBER.....H97000013379

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this corporation is KEEPSAKE CLUB, INC.

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ARTICLE II - DURATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of One dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

Prepared by: TAMELA J. STULTS, ESQUIRE FL. Bar #0834572, MASSA & STULTS, The Litigation Building, 633 South Andrews Avenue, Third Floor, Fort Lauderdale, Florida 33062 (954) 525-1700

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 633 South Andrews Avenue, Third Floor, Litigation Building, Fort Lauderdale, Florida, 33301 and the name of the initial registered agent of this corporation at that address is TAMELA J. STULTS, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Director of this corporation is:

TAMELA J. STULTS, ESQUIRE
633 South Andrews Avenue
Third Floor Litigation Building
Fort Lauderdale, Florida 33301

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

TAMELA J. STULTS, ESQUIRE
633 South Andrews Avenue
Third Floor Litigation Building
Fort Lauderdale, Florida 33301

ARTICLE IX - INDEMNIFICATION

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

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ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 13th day of August, 1997.


Subscriber: TAMELA J. STULTS, ESQ.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

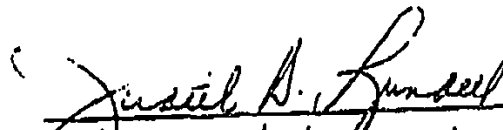
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared TAMELA J. STULTS, ESQUIRE who produced a Florida Driver's license and known by me to be the person, did not take an oath, who executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13th of August, 1997.

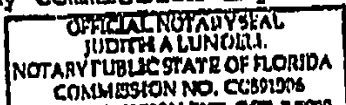
NOTARY PUBLIC

Sign:

Print:


JUDITH A. LUNDELL

State of Florida at Large
My Commission Expires:



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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0345, Florida Statutes,
the following is submitted:

FIRST that KEEPSAKE CLUB, INC. desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at 633 South Andrews Avenue, Third Floor Litigation
Building, Fort Lauderdale, Florida 33301, has named TAMELA J.
STULTS, ESQUIRE, located at MASSA & STULTS, The Litigation
Building, 633 South Andrews Avenue, Third Floor, Fort Lauderdale,
Florida 33301, as its agent to accept service of process within
Florida.

Dated: August 13, 1997

Tamela J. Stults, Esq.
TAMELA J. STULTS, ESQUIRE,
SOLE INCORPORATOR & REGISTERED AGENT

Having been named to accept service of process for the
above named corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all states relative to the
proper performance of my duties.

Tamela J. Stults, Esq.
TAMELA J. STULTS, ESQUIRE
Florida Bar #0834572
Registered Agent

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TALLAHASSEE, FLORIDA

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