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**ANDERSON & GALANTE**

ATTORNEYS AT LAW  
WILLIAM D. ANDERSON, JR., P.A.  
516 CAMDEN AVE.  
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November 4, 1997

Secretary of State  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL. 32301

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-11/07/97--01050--006  
⑤ \*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: JOANN'S SURPRISE INC.

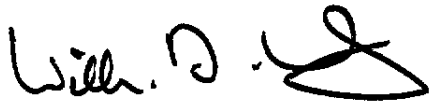
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation.

I would appreciate your filing these Articles of Incorporation with the Secretary of State, with a check in the amount of \$70.00 for their costs.

Thank you for your courtesies.

Yours truly,



William D. Anderson, Jr.

WDA/bw

Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B13  
11/10/97.



ARTICLES OF CORPORATION  
OF  
JOANN'S SURPRISE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is JOANN'S SURPRISE, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of investment.

ARTICLE III - CAPITAL STOCK

This organization is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 516 Camden Ave. Stuart, Fl. 34994, and the name of the initial registered agent of this corporation at that address is: WILLIAM D. ANDERSON, JR..

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are: WILLIAM D. Anderson, Jr. 516 Camden Ave. Stuart, Fl. 34994.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles is: WILLIAM D. Anderson, Jr. 516 Camden Ave., Stuart, Fl. 34994

ARTICLE VII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his/her share, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 4<sup>th</sup> day of November, 1997.

Will. D. Anderson, Jr.

WILLIAM D. ANDERSON, JR.

STATE OF FLORIDA )

COUNTY OF MARTIN)

I HEREBY CERTIFY, that on this day before me an officer duly qualified to take acknowledgments, personally appeared WILLIAM D. ANDERSON, JR., to me who is personally known ✓ or has produced identification \_\_\_\_\_, Type of identification \_\_\_\_\_ to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged

before me the execution of same.

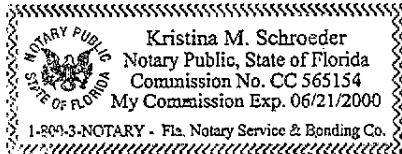
WITNESS my hand and official seal in the County and State  
last aforesaid, this 4<sup>th</sup> day of November, 1997.

Kristina M. Schroeder

Notary Public

My Commission Expires

Commission No. CC565134



REGISTERED AGENT DESIGNATION

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

That JOANN'S SURPRISE, INC., desiring to organize or  
qualify under the laws of the State of Florida, with its principal  
place of business at 516 Camden Ave., Stuart, FL. 34994, has named  
WILLIAM D. ANDERSON, JR., as its agent to accept service of process  
within Florida.

Dated this 4<sup>th</sup> day of November, 1997.

Will. D. Anderson, Jr.

WILLIAM D. ANDERSON, JR.

ACCEPTANCE OF DESIGNATION

Having been named to accept Service of Process for the  
above stated 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 statutes relative to the

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

proper and complete performance of my duties.

Will. D. Anderson, Jr.

WILLIAM D. ANDERSON, JR.

STATE OF FLORIDA)

COUNTY OF MARTIN)

I hereby certify that on this day before me, an officer  
duly authorized to take acknowledgements, personally appeared

WILLIAM D. ANDERSON, JR.

to me well known to be the person(s) who executed the foregoing  
instrument, and acknowledged before me who has produced Florida  
Driver License No. PERSONALLY KNOWN, as identification,  
and who (did/did not) take an oath.

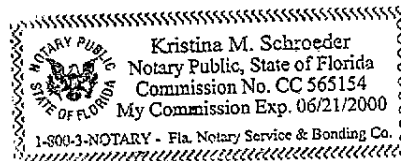
Dated this 4<sup>th</sup> day of November, 1997.

Kristina M. Schroeder

Notary Public

My Commission Expires:

Commission No. CC565154



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97 NOV -7 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA