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FROM THE DESK OF
LINDA McMULLEN
e-mail: lmcullen@mcfarlain.com

P98000011267

February 2, 1998

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002421058--7
-02/04/98-01040-015
*****78.75 *****78.75

In Re: SCRAPTOPIA, INC.

Dear Division:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and certificate for the above named corporation.

Please let me know if you have questions or need more information. Thank you.

Sincerely yours,



Linda McMullen

LMc:ms
Enclosures as stated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 PM 2:29

Call when Ready

RECEIVED
98 FEB -4 AM 11:24
DIVISION OF CORPORATION

h/c
1/2

**ARTICLES OF INCORPORATION
OF
SCRAPTOPIA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 PM 2:29

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:

The name of the corporation shall be SCRAPTOPIA, INC.

ARTICLE II:

The principal place of business and the mailing address of this corporation shall be 2212 Whitlock Place, Dover, FL 33527.

ARTICLE III:

The number of shares the corporation is authorized to have outstanding at any one time is 200.

ARTICLE IV:

The name and address of the initial registered agent is Linda McMullen, of the law firm of McFarlain, Wiley, Cassedy and Jones, P. A., 215 South Monroe Street, Tallahassee, FL 32301.

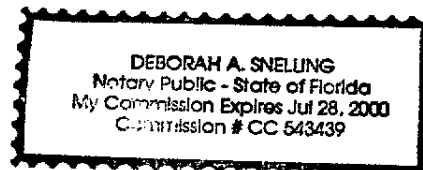
ARTICLE V:

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

Jacqueline Hanchet
2212 Whitlock Place
Dover, FL 33527

The undersigned incorporator has executed these Articles of Incorporation this 3rd day
of February, 1998.

Jacqueline Hanchet
Jacqueline Hanchet



Deborah A. Snelling

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is SCRAPTOPIA, INC.
2. The name and address of the registered agent and office is:

Linda McMullen

McFARLAIN, WILEY, CASSEDY & JONES, P. A.

215 South Monroe Street, Suite 600

Tallahassee, FL 32301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Linda McMullen, Registered Agent

2/2/98

Date

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DIVISION OF CORPORATIONS
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