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Of Counsel:
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April 16th, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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04/21/98-01001--006
****122.50 ****122.50

RE: COOPERATIVE ADVENTURES INC.
HEARTWOOD CREATIONS, INC. &
~~ARCADIAN DESIGN, INC.~~

To whom it may concern:

Enclosed please find two (3) Articles of Incorporation for the above-referenced corporations, and an Acceptance by Registered Agent, along with three (3) checks made out in the amount of \$122.50 each.

Please file the articles and return the Certificates to me at the address on the letterhead of this letter. Should you have any questions, please contact me at that same address or the above telephone number.

Sincerely Yours,

Gregory B. Seeley
Gregory B. Seeley
Attorney for Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Enclosures
cc: File, Client

D. BROWN APR 21 1998

ARTICLES OF INCORPORATION

OF

Arcadian Design, Inc.

The undersigned incorporator, who is a Florida resident who is able to contract and desiring to form a corporation, under Chapters 607 of Florida statutes, adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be Arcadian Design, Inc.

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is to conduct any legal business.

ARTICLE III: DURATION

This corporation shall have perpetual existence.

ARTICLE IV: CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000,000 shares with no par value. 1,000,000 shares of the above stock shall be preferred. The preferred stock will have the same rights as all other stock except that it will also be entitled to voting rights and shall control the management of the corporation. All non-preferred stock will be entitled solely to a share of the dividends in the same amount as a share of preferred stock.

ARTICLE V: REGISTERED OFFICE

The initial Registered Office of the corporation is 7226 11th Avenue North, St. Petersburg, FL 33710.

ARTICLE VI: REGISTERED AGENT

The initial Registered Agent of the corporation is Roxanne D. Lavalley.

ARTICLE VII: INCORPORATORS

The name and address of the Incorporator is: Ken Benway whose address is 7226 11th Avenue North, St. Petersburg, FL 33710.

ARTICLE VIII: DIRECTORS

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Corporate business shall be managed by the shareholders of the corporation, rather than by a board of directors.

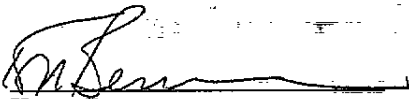
ARTICLE IX: PRINCIPAL OFFICE

The Corporations Principal office shall be 7226 11th Avenue North St. Petersburg FL 33710.

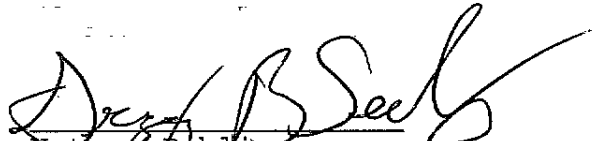
ARTICLE X: PRINCIPAL PLACE OF BUSINESS

The Principal place of business shall be 7226 11th Avenue North St. Petersburg FL 33710

IN WITNESS WHEREOF the Incorporator has hereunto set his hand on this 5 day of April, 1998.


Ken Benway
Incorporator

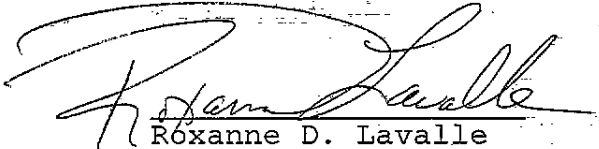
Ken Benway, who has produced a driver's license as identification, appeared and signed these Articles of Incorporation on this 5 day of April, 1998.


Notary Public

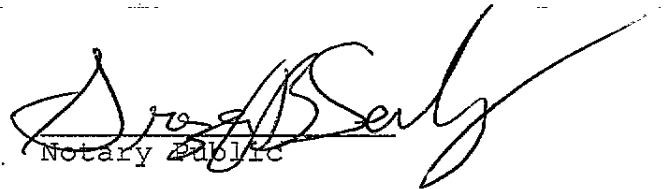
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ACCEPTANCE BY REGISTERED AGENT

Roxanne D. Lavallo., hereby accepts the position of Registered Agent, satisfying Florida Statute Section 607.0501. Further, Roxanne D. Lavallo. understands and accepts the duties of a Registered Agent as provided in Florida Statute Section 607.0505.


Roxanne D. Lavallo
Registered Agent

Roxanne D. Lavallo, has produced a driver's license as identification, appeared and signed this Acceptance on this 15 day of April, 1998.


Notary Public