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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-08/06/98--01058--018
*****70.00 *****70.00

SUBJECT: Paper Raine, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles on incorporation for the above corporation and check in the amount of \$ 70.00 _____ is enclosed which represents the following fees:

Filing Fee	\$35.00
Reg. Agent Fee	\$35.00
Total Fees	\$70.00

FROM:

Lorraine Mangum
Name
953 Winding Oaks Drive
Address
Palm Harbor, FL 34683
City, State, & Zip
(813) 784-7968
Telephone Number

FILED
98 AUG -6 PM 3:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Paper Raine, Inc.

The undersigned incorporator(s), for the purpose forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE ONE: NAME

The name of the corporation shall be:

Paper Raine, Inc.

ARTICLE TWO: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: _____

953 Winding Oaks Drive, Palm Harbor, Florida 34683

ARTICLE THREE: DURATION

The period of its duration is perpetual.

ARTICLE FOUR: PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE FIVE: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE SIX: PRE-EMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SEVEN: SECTION 1244 STOCK

The parties and each of them shall use their best efforts to cause the corporation to take reasonable steps to assure that the shares subscribed for in this Agreement qualify as Section 1244 stock within the meaning of the Internal Revenue Code, including (i) designating the shares subscribed for in this Agreement as section 1244 stock if in the year they are issued the corporations' capital receipts exceed \$1 million, and (ii) maintaining appropriate records.

ARTICLE EIGHT: INITIAL REGISTERED AGENT AND OFFICE

The street address of its initial registered office is **953 Winding Oaks Drive, Palm Harbor, FL**

_____ and the name of its initial registered agent at said address is _____

Lorraine Mangum

ARTICLE NINE: INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially, and the name and address of the initial director is

Lorraine Mangum

ARTICLE TEN: INCORPORATOR

The name and address of the person signing these Articles of Incorporation is

Lorraine Mangum, 953 Winding Oaks Dr., Palm Harbor, FL 34683

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 27 day of July, 1998

Lorraine Mangum

(Lorraine Mangum), Incorporator

STATE OF FLORIDA

COUNTY OF Pinellas

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Lorraine Mangum, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of July, 1998

Karina J. Stasi

NOTARY PUBLIC



KARINA J. STASI
Comm. No. CC 515348
My Comm. Exp. Feb. 24, 2000
Bonded thru Pichard Ins. Agcy.

CERTIFICATE OF DESIGNATION

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: Paper Raine, Inc.

2. The name and address of the registered agent and office is: _____

Lorraine Mangum, 953 Winding Oaks Dr., Palm Harbor, FL 34683

SIGNATURE Lorraine Mangum
TITLE Owner
DATE July 27, 1998

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 DUTIED, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Lorraine Mangum
DATE July 27, 1998

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