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CORPORATION N	NAME(S) & DOCUMENT NUMBER	R(S), (if known):
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NEW FIDINGS	AMENDMENTS ==	PRECE 98 AUG 20 DEPARTMENT ALLAHASSEE
Profit	Amendment	HASSES
NonProfit	Resignation of R.A., Officer/Director	PH PH
Limited Liability	Change of Registered Agent	SZ Z: L
Domestication	Dissolution/Withdrawal	150
Other	Merger	J
OTHER FILINGS:	REGISTRATION/	2000026215820 -08/20/9801082026
Annual Report	Foreign	-U8/2U/98U1U82U26 ****140.00 *****70.00
Fictitious Name Name Reservation	Limited Partnership	-
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ARTICLES OF INCORPORATION

FILED

OF

98 AUG 20 PM 4: 26 SECRETARY OF STATE TALLAHASSEE, FLORIDA

SCRAPTOPIA OF TAMPA BAY, INC.

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

ARTICLE I NAME

The name of the corporation shall be: SCRAPTOPIA OF TAMPA BAY, INC.

ARTICLE II DURATION

The duration of the corporation shall be perpetual.

ARTICLE III INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is: 8912 Eagle Watch Drive, Riverview, Florida 33569.

ARTICLE IV PURPOSE

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

ARTICLE V SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: William B. Wiley, 215 South Monroe Street, Suite 600, Tallahassee, Florida 32301.

ARTICLE VII INCORPORATOR

The name and street addresses of the sole incorporator to these Articles of Incorporation are as follows:

Regan C. Hoefle 8912 Eagle Watch Drive Riverview, Florida 33569.

THE UNDERSIGNED incorporator has executed these Articles of Incorporation this

day of August, 1998.

Regan C. Hoefle
Signature / Incorporator

SECRETARY OF SIGNATURE AND THE SIGNATU

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.

Signature of Registered Agent, William B. Wiley

Date: 8/13