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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 23, 1998

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*****78.75 *****78.75

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


RE: Articles of Incorporation of Journey Daybook, Inc.

Dear Sir/Madam:

Enclosed for filing with your office is an original and one copy of the Articles of Incorporation in regard to the above-referenced matter. Also, enclosed is a check in the amount of \$78.75 for filing fee of the same. Upon receipt of the enclosed for filing, please return a certified copy to me in the self-addressed stamped envelope provided for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me.

Sincerely,



Daniel J. Probst

DJP:ml

Enclosures

cc: Margaret Herrick (w/enclosure)

P. Hall

DEC - 4 1998

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ARTICLES OF INCORPORATION

OF

JOURNEY DAYBOOK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is **JOURNEY DAYBOOK, INC.**

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in providing artistic educational activities to the general public, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 2,500 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or

other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 674 2nd Street, Cedar Key, FL 32625, and the name of its initial registered agent at that address is Margaret Herrick. The principal place of business shall also be at that same address.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of persons who are to serve as directors until the first annual meeting of shareholders, or until his successors are elected and qualified, is:

<u>Name</u>	<u>Address</u>
Margaret Herrick	674 2 nd Street Cedar Key, FL 32625

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Margaret Herrick	674 2 nd Street Cedar Key, FL 32625

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

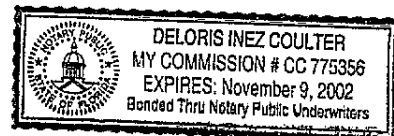
DATED THIS 19 day of November, 1998.

Margaret Herrick
Margaret Herrick
Incorporator

STATE OF FLORIDA
COUNTY OF Deely

The foregoing instrument was acknowledged before me this 10th
day of May, 1998, by Margaret Herrick, who is
personally known to me or has produced _____
as identification and [did/did not] take an oath.

Deloris Inez Coulter
Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
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In compliance with the Florida Statutes, the following is submitted:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOURNEY DAYBOOK, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

<u>Agent</u>	<u>Address</u>
Margaret Herrick...	674 2 nd Street Cedar Key, FL 32625

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

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 proper and complete performance of my duties.

DATE: 19 November, 1998.

Margaret Herrick
Margaret Herrick
Registered Agent

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 19th day of Nov, 1998, by Margaret Herrick, who is personally known to me or has produced _____ as identification and [did/did not] take an oath.

Deloris Inez Coulter
Notary Public
My Commission Expires:

