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FILED
99 JAN 19 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 14, 1999

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

600002747026-3
-01/20/99-01013-010
*****78.75 *****78.75

Re: ARTSMART OF PINELLAS, INC.

Dear Madam or Sir:

Enclosed please find the original plus one copy of the Articles of Incorporation and our check in the amount of \$78.75 for the following filing fees:

Articles of Incorporation	\$35.00
Registered Agent Designation and Acceptance	35.00
Certified Copy	8.75
TOTAL	\$ 78.75

Please forward a certified copy of the Articles to this office.

Very truly yours,


George J. Schriefer

GJS:vjb
Enclosures

PH 1/25/99
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ARTICLES OF INCORPORATION
OF
ARTSMART OF PINELLAS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form(s) a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ARTSMART OF PINELLAS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall be effective upon filing of the Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

A. To engaged in the business of retail sales of arts and craft supplies together with any and all ancillary and related matters thereto.

B. To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with appurtenances. and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now

or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To engage in the retail, wholesale, and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

D. To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation, to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the corporation.

E. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

F. To purchase the corporate assets of any other corporation and engage in the same or other character of business, including re-purchase of its own shares.

G. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

H. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same, including purchase of its own shares.

I. To carry on any or all of its operations and business and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise, and enjoy all of the general powers of like corporations.

J. To engage in and transact any and all lawful businesses, trades, occupations, and professions.

K. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of \$1.00 par value common stock. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE V - INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial and registered principal office of this corporation is 6075 Park Boulevard, Pinellas Park, Florida, and the name of the initial registered agent of this corporation at that address is GEORGE J. SCHRIEFER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

GEORGE J. SCHRIEFER

RESIDENCE

6075 Park Boulevard
Pinellas Park, FL 33781

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>RESIDENCE</u>	<u>SHARES</u>
GEORGE J. SCHRIEFER	6075 Park Boulevard Pinellas Park, FL 33781	1

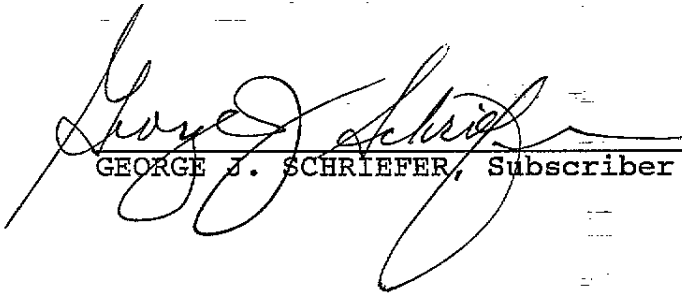
ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - MISCELLANEOUS PROVISIONS

It is the intention of the Incorporators of this corporation that the first Board of Directors adopt a Plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of January, 1999.



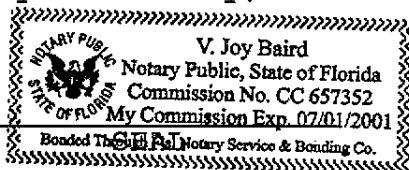
GEORGE J. SCHRIEFER, Subscriber

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED

BEFORE ME, a notary public authorized to take
acknowledgments in the state and county set forth above, personally
appeared GEORGE J. SCHRIEFER who is personally known to me, and he
executed the foregoing Articles of Incorporation and acknowledged
before me that he executed those Articles of Incorporation, and who
did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the state and county aforesaid this 14
day of January, 1999.

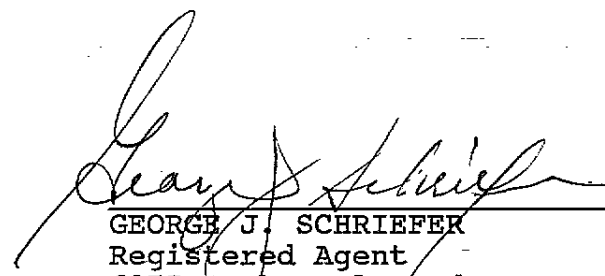



V. JOY BAIRD
Notary Public, State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of
process for the above-stated corporation, at place designated in
the Articles of Incorporation, hereby accepts to act in this
capacity and agrees to comply with the provision of Florida
Statutes relative to keeping open said office, and is familiar with
the duties and responsibilities as registered agent for this
corporation.

Dated: January 14th, 1999


GEORGE J. SCHRIEFER
Registered Agent
6075 Park Boulevard
Pinellas Park, FL 33781