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Ace Art Stamps & Creative Treasures, Inc.

3308 South Dixie Highway
West Palm Beach, FL 33405

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

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-01/28/99--01076--003
*****78.75 *****78.75

January 1, 1999

RE: Ace Art Stamps & Creative Treasures, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named entity, together with a check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation, and the fee for Registered Agent Designation for the above named entity.

We appreciate your cooperation in this matter. If we can provide any additional information or be of any further assistance, please do not hesitate to contact us.

Sincerely,

Gertrude A. Zajkowski

Gertrude A. Zajkowski
President

Ace Art Stamps & Creative Treasures, Inc.

enclosures

99 JAN 28 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

We, the Undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the **STATE OF FLORIDA** providing for the formation, liability, rights, privileges and immunities of corporation for profit.

ARTICLE I, NAME

The name of the Corporation shall be:

Ace Art Stamps & Creative Treasures, Inc.

ARTICLES II, NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, of One Dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than five hundred dollars (\$500).

ARTICLE V, TERM OF EXISTENCE

This corporation is to have perpetual existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI, ADDRESS

The initial address in the State of Florida of the principal offices of the Corporation shall be:

Ace Art Stamps & Creative Treasures, Inc.
3308 South Dixie Highway
West Palm Beach, FL 33405

The Board of Directors may from time to time move the Principal Offices of the Corporation to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) Director(s) initially.

The number of Directors may be either increased or diminished by the by-laws adopted by the shareholder(s) but shall never be less than one. The name and address of the initial Director(s) of this Corporation are as follows:

Gertrude A. Zajkowski
3308 South Dixie Highway
West Palm Beach, FL 33405

Walter J. Zajkowski
3308 South Dixie Highway
West Palm Beach, FL 33405

ARTICLE VIII, INCORPORATOR(S)

The names and address of the incorporator(s) are as follows:

Gertrude A. Zajkowski
3308 South Dixie Highway
West Palm Beach, FL 33405

Walter J. Zajkowski
3308 South Dixie Highway
West Palm Beach, FL 33405

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X, AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Section 607.325, Florida Statutes, the following is submitted:

The Corporation has named Gertrude A. Zajkowski, who is located at:

3308 South Dixie Highway
West Palm Beach, FL 33405

as its agent to accept service of process within Florida.

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 provision of all statutes relative to the proper performance of my duties, and I accept the duties and obligation of Florida Statutes.

Date

1/19/99

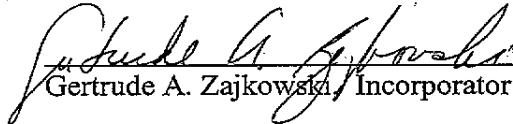
Signed

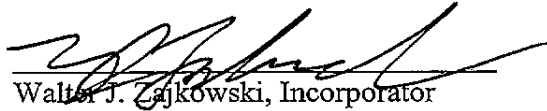
Gertrude A. Zajkowski
Gertrude A. Zajkowski

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed
the foregoing Articles of Incorporation under the laws of the State of Florida, this

Date

11/19/99


Gertrude A. Zajkowski, Incorporator


Walter J. Zajkowski, Incorporator