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FLORIDA PROFIT CORPORATION OR P.A.

quilt scenes, inc.

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ARTICLES OF INCORPORATION

The undersigned, a natural person competent to contract and acting as the Incorporator of QUILT SCENE, INC., a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATION'S NAME AND STREET ADDRESS

The name of this corporation is QUILT SCENE, INC. It is located at 9505 South Dixie Highway, Miami, FL 33156.

ARTICLE II
DURATION OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III
PURPOSE

This corporation may engage in any activities or business permitted under the laws of the United States and Florida, and has the power to transact national and international business.

ARTICLE IV
INCORPORATOR'S NAME AND ADDRESS

Lucia Mansfield, 9505 South Dixie Highway, Miami, FL 33156.

ARTICLE V
REGISTERED AGENT'S NAME AND ADDRESS

MAX R. PRICE, ESQ., 6701 Sunset Drive #104, Miami, Florida 33143.

Prepared by:
MAX R. PRICE, ESQ.
Solms & Price, P.A.
6701 Sunset Drive #104
Miami, Florida 33143
Tel.: 305/662/2272
FL. Bar #651494

Page 1 of 9

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by amendment of the corporation's bylaws in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Lucia Mansfield, 9505 South Dixie Highway, Miami, FL 33156.

Gene Edwin Mansfield, President, Vice-President, Secretary, Treasurer, 9505 South Dixie Highway, Miami, FL 33156.

ARTICLE VII
PROVISIONS GOVERNING DIRECTORS

A. QUALIFICATIONS:

Directors of this corporation do not have to be stockholders or Florida residents.

B. RELOCATION OF OFFICES:

The board of directors may move the corporate offices to any other address.

C. VOTING:

One Hundred (100%) Percent of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of a majority of the directors present, or if a director has abstained from voting because of an interest in the matter to be voted upon, the unanimous vote of the directors present and voting shall be the act of the Board of Directors.

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D. INFORMAL ACTION:

If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

E. INDEMNIFICATION:

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall be come subject by reason of his having heretofore or hereafter taken or omitted any legal action as director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any finding or judgment of gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the

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right of the corporation to indemnify or reimburse such person in any proper case though not specifically provided for herein.

F. CONFLICT OF INTEREST:

A. No contract or other transaction shall be either void or voidable because it is between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, or by reason alone that such director(s) is/are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the existence of a quorum at a meeting of the board of

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directors or of a committee which approves such contract or transaction.

G. GROUND FOR REMOVAL FROM OFFICE:

At a meeting of the shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of a majority of the holders of the shares then entitled to vote at an election of directors.

ARTICLE VIII
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 500 shares. Said shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE IX
CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that the intends to cumulate his votes at such election. This right to vote

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cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE X
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation or shares issued in exchange for services rendered, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI
SUBSCRIBERS

The names and addresses of each subscriber are:

Gene Edwin Mansfield, 9505 South Dixie Highway, Miami, FL 33156.

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ARTICLE XII
PROVISIONS GOVERNING SHAREHOLDERS

A. SPECIAL MEETINGS:

Special meetings of stockholders may be called by a majority of the stockholders.

B. QUORUM AND VOTING:

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XIII
RESTRICTION ON DIRECTORS' AUTHORITY TO MORTGAGE
OR PLEDGE ASSETS

The Board of Directors of the corporation may not authorize the mortgaging, pledge or creation of a security interest in any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of each such transaction by the vote or written consent of the holders of a majority of the shares of the corporation entitled to vote thereon and not otherwise.

ARTICLE XIV
AMENDMENT OF ARTICLES AND BYLAWS

A. ARTICLES OF INCORPORATION:

The power to adopt, alter, amend, or repeal the Articles of Incorporation of this corporation shall be vested in the

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Shareholders by a majority vote.

B. BYLAWS:

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the shareholders by a majority vote.

IN WITNESS WHEREOF, the Subscribers of these Articles of Incorporation has hereunto set her/his hand and seal this 22nd day of March, 1999.



GENE EDWIN MANSFIELD

STATE OF FLORIDA:

COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 22nd day of March, 1999, by Gene Edwin Mansfield, who is personally known to me or has produced a driver's license as identification and did/did not take an oath.

WITNESS my hand and official seal in the County and State named above this 22nd day of March, 1999.


NOTARY PUBLIC

My Commission Expires:



Christine E Sanchez
My Commission CC734623
Expires April 15, 2002

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C E R T I F I C A T E


DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091, 607.0501 and 607.0505,
Florida Statutes, the following is submitted:

First -- That QUILT SCENE, INC., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at the City of Miami,
County of Dade, State of Florida, has named MAX R. PRICE, ESQ.,
6701 Sunset Drive #104, Miami, Florida 33143, as its agent to
accept service of process within this state.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of the said Statutes relative to keeping open said
office. I am familiar with and accept the obligations of this
position.


MAX R. PRICE, Registered Agent

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