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LAW OFFICES OF
NEIL S. SCHECHT, P.A.

Neil S. Schecht*

*ALSO ADMITTED IN ILLINOIS

3426 West Kennedy Boulevard

Tampa, Florida 33609-2906

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April 20, 1999

Secretary of State
Division of Corporations
Filing Department
P.O. Box 6327
Tallahassee, Florida 32314

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-04/22/99--01062--010
*****70.00 *****70.00

Re: **STORYBOOK DESIGNS, INC.**

Dear Sir/Madam:

Enclosed herein please find the original and one copy of the Articles of Incorporation of STORYBOOK DESIGNS, INC. along with our check in the amount of \$70.00 representing the filing fee.

I appreciate your help in getting this filed as soon possible. Thank you in advance for your assistance in this matter.

Please return the certified copy of the Articles of Incorporation to this undersigned and should you have any questions, please do not hesitate to call.

Very truly yours,

Barbara Della Lucia

Barbara Della Lucia
Legal Assistant

/law
Enclosures

FILED
APR 22 AM 9:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

OB
4-26-99
4

**ARTICLES OF INCORPORATION
OF
STORYBOOK DESIGNS, INC.**

FILED
99 APR 22 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is STORYBOOK DESIGNS, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3426 W. Kennedy Blvd., Tampa, FL 33609 and the name of the initial registered agent at such address is Neil S. Schecht.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the corporation is 3426 W. Kennedy Blvd., Tampa, FL 33609.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is One

(1). The name and address of each person who is to serve as a member of the initial board of directors is:

Name

Address

Robyn Story

16409 Avila Blvd. Tampa, FL 33613

ARTICLE VIII - INCORPORATORS

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

Name

Address

Neil S. Schecht

3426 W. Kennedy Blvd.
Tampa, FL 33609

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 20th day of April, 1999.

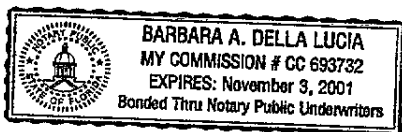


NEIL S. SCHECHT, INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared NEIL S. SCHECHT, known to me to be the person who executed the foregoing Articles of Incorporation, who is personally known to me and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and
County aforesaid, this 20th day of April, 1999.



Barbara Della Lucia
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for STORYBOOK DESIGNS, INC. at the
place designated in the Articles of Incorporation, NEIL S. SCHECHT agrees to act in this capacity,
and agrees to comply with the provisions of Section 48.091 relative to keeping open said office.

DATED this 20th day of April, 1999.

Neil S. Schecht
NEIL S. SCHECHT

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99 APR 22 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA