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WILLIAM F. POOLE, IV, P.A.

Attorneys at Law

WILLIAM (FRED) POOLE, IV
CORPORATE AND BUSINESS LAW

EFFECTIVE DATE
7-14-99

Eola Park Centre
200 E. Robinson Street
Suite 1180
Orlando, Florida 32801
Telephone (407) 422-6662
Facsimile (407) 422-4128

July 14, 1999

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-07/15/99-01050-006
****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

RE: The Scrapbook Headquarters, Inc.,
New Corporation

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above-referenced corporation for filing. Our firm's check for \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified copy of Charter	\$ 52.50
Certificate of Registered Agent	\$ 35.00
Total	\$122.50
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Upon acceptance of the charter and filing thereof by your office, please provide this firm with a certified copy of the corporate charter.

Thank you for your cooperation in this matter.

Sincerely,

Wanda B. Butler

Wanda B. Butler, Assistant to
WILLIAM F. POOLE, IV

/wbb
Enclosures

cc: Ms. Melissa D. Dettmering (w/o Enclosures)

FILED
99 JUL 15 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-14-99

FILED

99 JUL 15 PM 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE SCRAPBOOK HEADQUARTERS, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is **THE SCRAPBOOK HEADQUARTERS, INC.**

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of sale of scrapbook materials, and transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest 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 their 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.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or 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.

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

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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

(f) 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 purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses 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.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(I) 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 other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise 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 III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each having the par value of \$1.00.

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 IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 13405 Bristlecone Circle, Orlando, Florida 32828. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have two (2) directors initially.

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Melissa D. Dettmering	13405 Bristlecone Circle Orlando, Florida 32828
Timothy Dettmering	13405 Bristlecone Circle Orlando, Florida 32828

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

William F. Poole, IV	200 E. Robinson Street, Suite 1180 Orlando, Florida 32801
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ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 E. Robinson Street, Suite 1180, Orlando, Florida 32801, and the name of the initial registered agent of this corporation

is William F. Poole, IV.

ARTICLE X - EFFECTIVE DATE

Pursuant to Florida Statute 607.0203(1), these Articles of Incorporation shall be effective and the corporation's existence shall begin as of July 14, 1999; provided however, they shall be effective on the date of filing if the specified date is not within five (5) business days prior to the date of filing.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - BY-LAWS

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

ARTICLE XIII - INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, including appeals, or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation, or of any other corporation which he served as such at the request of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled, but said right of indemnification shall not extend to any action, suit or proceeding by the Corporation or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on any person for an act alleged to have been committed by such person in his capacity as Director or an Officer of the Corporation or in any other corporation in which he/she served as such at the request of the Corporation.

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

All of the Shareholders of the Corporation, or all of the shareholders of any class of stock of the Corporation, may simultaneously enter into written agreements among themselves and with the Corporation, providing for the following:

(a) Reasonable limitations on the transfer and assignment of the stock or class of stock of the Corporation owned by the shareholders or class of shareholders.

(b) Reasonable limitations upon and/or authorization for the issuance of capital stock or other securities by the Corporation.

(c) The manner and method by which the Corporation is managed and operated, including but not limited to the placing of provisions restricting the discretion of the Board of Directors in the management of the business of the Corporation, granting the powers and authority of the Corporation to be managed by its Shareholders.

(d) The liquidation, dissolution and winding up of the Corporation, and distribution of the assets.

(e) Any other or further rights and preferences, privileges, limitations and restrictions upon the authorized capital stock of the Corporation, or concerning purchase or repurchase of common shares in the event of death of any common shareholder or other circumstance which may require or entitle Corporation to purchase or repurchase any said shares; all subject to the limitations stated above.

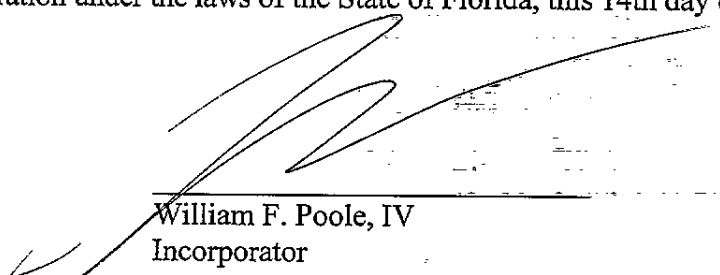
(f) Any matter necessary or convenient to the effectuation of the foregoing items or provisions.

Any such agreement unanimously made and entered into among all of the shareholders of the Corporation, or all of any class of shareholders of the Corporation, when filed in the corporate records, shall be binding on the Corporation and shall be recognized and observed by the Directors, Officers and Agents of the Corporation, and any such agreement shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, in duplicate, a written instrument signed by the persons who originally created such agreements (or their successors in ownership, providing such succession in ownership shall be accomplished in accordance with the terms of the shareholders' agreements), consenting to the revocation and cancellation of the agreements among the shareholders, or class of shareholders.

And, one or more, but not all, of the shareholders of any class may enter into written agreements among themselves and/or with the Corporation, providing for purchase of shares in the event of death or other circumstance which may be agreed upon between them, and all such written agreements shall be recognized by the Corporation; provided, that nothing by this authorization shall violate or be in derogation of any rights or right of first refusal of the Corporation or of any remaining or other shareholders of any class.

Nothing herein shall be construed as limiting the power and authority for the Corporation to enter into any agreement with one or more of its shareholders. Nothing herein shall be construed as to provide that the Corporation may deal differently on different terms and conditions as between shareholders and nothing herein shall be construed as to require the Corporation to make and enter into the same agreement with other shareholders or all other shareholders of any class.

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 14th day of July, 1999.



William F. Poole, IV
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

STATE OF FLORIDA
DEPARTMENT OF STATE

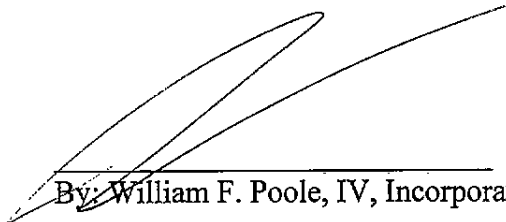
FILED
99 JUL 15 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091
and 607.0501 of the Florida Statutes,
the following is submitted:

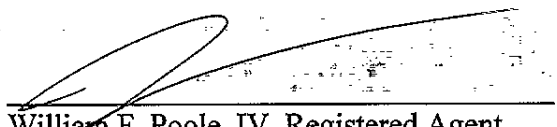
1. THE SCRAPBOOK HEADQUARTERS, INC., is a corporation organized under the laws
of the State of Florida, with its principal place of business at 13405 Bristlecone Circle, Orlando,
Florida 32828, has named William F. Poole, IV, located at 200 E. Robinson Street, Suite 1180,
Orlando, Florida 32801, as its Registered Agent to accept service of process within the State of
Florida.

Dated:


By: William F. Poole, IV, Incorporator

Having been named to accept service of process for the above stated corporation at the place
designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the
provision of all statutes relative to the proper and complete performance of my duties. I am familiar
with and accept the obligations of the position of Registered Agent

Dated: July 14, 1999


William F. Poole, IV, Registered Agent