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OFFICE USE ONLY (Document #)

EXPRESS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

1000 PONCE DE LEON BLVD. STE: 112

(Address)

CORAL GABLES, FL 33134 (305)444-4994

(City, State, Zip)

(Phone #)

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-02/10/00--01077--008

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Homemade Crafts & Decor, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED
00 FEB 10 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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00 FEB 10 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

HOMEMADE CRAFTS & DECOR, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, DESIRING TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DOES HEREBY ACCEPT ALL THE RIGHTS AND PRIVILEGES, BENEFITS AND OBLIGATIONS CONFERRED AND IMPOSED BY SAID LAWS AND DOES HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION AS THE CHARTER OF THE CORPORATION HEREBY ORGANIZED.

ARTICLE I

NAME

THE NAME OF THE CORPORATION SHALL BE:

HOMEMADE CRAFTS & DECOR, INC.

ARTICLE II

DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING UPON THE FILING OF THESE ARTICLES OF INCORPORATION WITH THE DEPARTMENT OF THE STATE OF FLORIDA.

ARTICLE III

PURPOSE AND POWERS

THIS CORPORATION IS ORGANIZED TO THE PURPOSE OF ENGAGING IN ALL LAW FULL BUSINESS PERMITTED TO A CORPORATION ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION LAW AND THE LAWS OF THE UNITED STATES AND SHALL HAVE ALL THE POWERS SET FORTH IN SAID LAWS.

ARTICLE IV

CAPITAL STOCK

THE AMOUNT OF CAPITAL STOCK AUTHORIZED SHALL CONSIST OF < 5000 > SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1.00 PER SHARE PAYABLE IN LAWFUL MONEY OF THE UNITED STATES OF AMERICA, OR IN OTHER PROPERTY, TANGIBLE OR INTANGIBLE, OR IN LABOR OR SERVICES ACTUALLY PERFORMED FOR THE CORPORATION AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OR THE SHAREHOLDERS OF THIS CORPORATION.

THE CAPITAL STOCK OF THE CORPORATION MAY AT ANY TIME BE INCREASE OR DECREASE AS PROVIDED BY THE LAWS OF FLORIDA.

ARTICLE V

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN FIVE HUNDRED DOLLARS(\$500.00)

ARTICLE VI

INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION IS:
1224 NORMANDY DR., MIAMI BEACH, FL 33141

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF
THIS CORPORATION IS:
1224 NORMANDY DR., MIAMI BEACH, FL 33141

NAME OF THE INITIAL REGISTERED AGENT OF THIS
CORPORATION AT THAT ADDRESS IS:

DULCE M. BRINEZ

ARTICLE VII

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY ACTION IN ACCORDANCE WITH THE PROVISIONS OF THE BY-LAWS.

THE NAMES AND ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

| NAMES | STATUS | ADDRESS |
|-----------------|--------------------------|--|
| DULCE M. BRINEZ | PRESIDENT & SECRETARY | 1224 NORMANDY DR. MIAMI BEACH, FL 33141 |

ARTICLE VIII

INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:

DULCE M. BRINEZ
1224 NORMANDY DR., MIAMI BEACH, FL 33141

ARTICLE IX

AMENDMENT

UNLESS OTHERWISE SET FORTH HEREIN, THE CORPORATION RESERVE THE RIGHT, IN ACCORDANCE WITH THE FLORIDA GENERAL CORPORATION LAW, TO AMEND, ALTER MODIFY, OR REPEAL ANY PROVISION OR PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HEREIN, AND ANY RIGHTS CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE ABOVE NAMED INCORPORATOR

SUBSCRIBED HIS NAME THIS 8th. DAY OF FEBRUARY 2000.

Dulce M. Brinez

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED OFFICER, THIS DAY PERSONALLY
APPEARED,

DULCE M. BRINEZ

TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN AND WHO
SUBSCRIBED HIS NAME TO THE FOREGOING ARTICLES OF
INCORPORATION AND ACKNOWLEDGE BEFORE ME, THAT HE EXECUTED
SAID ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES
THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT THE COUNTY AND
STATE AFORSAID, THIS 8th. DAY OF FEBRUARY 2000.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:

| |
|---|
| OFFICIAL NOTARY SEAL ROBERTO IBARRA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC530724 MY COMMISSION EXP. FEB. 25, 2000 |
|---|

ARTICLE X

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State Of Florida.

1. The name of the corporation is:

HOMEMADE CRAFTS & DECOR, INC.

2. The name and address of the registered agent and office is

DULCE M. BRINEZ
1224 NORMANDY DR., MIAMI BEACH, FL 33141

SIGNATURE

Dulce M. Brinez
(corporate officer)

TITLE

President

DATE

2/9/00

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Dulce M. Brinez

DATE

2/9/00

FILED
DOFEB 10 11:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE