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Robert N. Moore  
26061 Parana Drive  
Punta Gorda, FL 33983  
Tel.: 941.764.8510  
E-mail: bkcmoore95@cs.com

March 4, 2002

Department of State  
Division of Corporations  
PO box 6327  
Tallahassee, FL 32314

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-03/07/02--01007--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Attn.: New Filing Section

Re: **WORKS BY HAND, INC.**

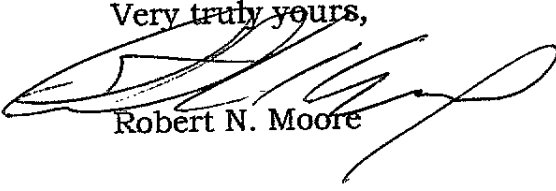
Dear Sir/Madam:

The enclosed "Articles of Incorporation," "Certificate Designating a Registered Agent and Registered Office for the Service of Process," and a check in the amount of \$87.50 (filing and certified copy fee of \$78.50, and Certificate of good standing fee of \$8.75) are submitted to register the above referenced corporation to transact business in the State of Florida.

Also enclosed is a copy of a transfer of rights to the registered Fictitious Name "Works By Hand" to the referenced corporation.

Please return all documents and address any questions to me at the above address.

Very truly yours,

  
Robert N. Moore

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION**  
**OF**  
**WORKS BY HAND, INC.**

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TALLAHASSEE, FLORIDA  
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these Articles to be delivered to the Department of State, State of Florida, for the purpose of forming a corporation under the laws of the State of Florida.

**Article 1 - Name and Mailing Address**

The name of this corporation is **WORKS BY HAND, INC.** and its mailing address shall be 26061 Parana Drive, Punta Gorda, FL 33983.

**Article 2 - Duration of Corporate Existence**

The corporation shall exist perpetually.

**Article 3 - Purpose**

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

**Article 4 - Capital Stock**

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock. There shall be no other type or class of stock.

**Article 5 - Address and Registered Agent**

The street address of the initial registered office of this corporation shall be 26061 Parana Drive, Punta Gorda, FL 33983. The name of the initial registered agent at such address is Robert N. Moore.

**Article 6 - Directors**

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time pursuant to the By Laws adopted by the shareholders, but shall never be less than one nor more than 5.

**Article 7 - Initial Director**

The name and post office address of the initial director is:

<u>Name</u>	<u>Address</u>
Kimberly J. Moore	26061 Parana Drive, Punta Gorda, FL 33983

### **Article 8 - Incorporator**

The name and post office address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Kimberly J. Moore	26061 Parana Drive, Punta Gorda, FL 33983

### **Article 9 - Preemptive Rights**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

- A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of issued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by written waiver signed by the shareholder.

### **Article 10 - Indemnification**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, or contemplated action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him, or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonable believed to be in or not opposed to the best interest of the corporation and, with respect to any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or in a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not meet the applicable standard of conduct. Indemnification hereunder shall continue to a person who has ceased

to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

**Article 11 - 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 stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their name and affixed their seal this 14 day of March, 2002.

*Signed, Sealed and Delivered in the presence of:*

Barbara Bohstedt  
Barbara Bohstedt  
Printed name of the witness

Kimberly J. Moore  
Kimberly J. Moore, Incorporator

State of Florida  
County of Charlotte

The foregoing instrument was acknowledged before me this 1 day of March, 2002 by Kimberly J. Moore. She is personally known to me or produced personally known as identification and did take an oath.

(seal)



Kristi L. Ping  
Notary Public

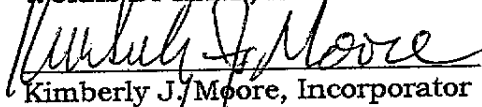
**CERTIFICATE DESIGNATING A REGISTERED AGENT AND  
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with § 48.091 Fla. Stat., the following is submitted:

**WORKS BY HAND, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 26061 Parana Drive, Punta Gorda, FL 33983, has designated Robert N. Moore, whose street address is 26061 Parana Drive, Punta Gorda, Charlotte County, Florida 33983, as its agent to accept service of process within this State.

Dated: March 4, 2002

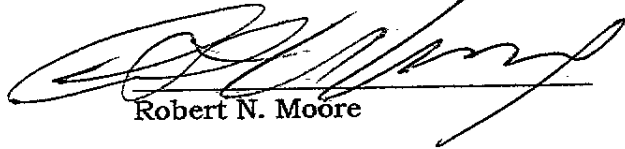
**WORKS BY HAND, INC.**

  
Kimberly J. Moore, Incorporator

**ACCEPTANCE**

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of said law relative to same.

Dated: March 4, 2002

  
Robert N. Moore

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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