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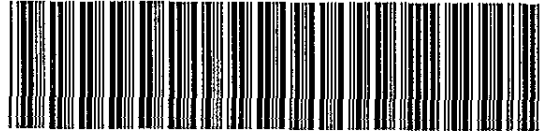
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FILED
03 JAN -3 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-6-03
[Signature]

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Incorporation of Homespun Crafts & Country

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 78.25.
cashiers check

FROM:

Bridget A. Harper
Name
1308 SW 27th Terrace
Address
Cape Coral, FL 33914
City, State, & Zip
(239) 573-9556
Telephone Number

ARTICLES OF INCORPORATION

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Domestic Corporation under the laws of the State of Florida pursuant to the provisions of Section 607.164 Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN -3 PM 12:47

ARTICLE 1: NAME

The name of this corporation shall be:

Homespun Crafts & Country, Inc.

ARTICLE 11: ADDRESS

The initial post office address of the principal office of this Florida corporation is: *1308 SW 27th Terrace
Cape Coral, FL 33914*

ARTICLE 111: PURPOSE

The general nature of the business to be transacted by this corporation is: *Artwork & Country Crafts &
anyother legal business*

This corporation shall engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE 1V: CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: *Five thousand (5,000) shares of common stock having a nominal or par value of one dollar (\$1.00) per share.*

ARTICLE VI: PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. Every shareholder will also have the right of first refusal upon the offer for sale of existing shares of stock.

ARTICLE VII: DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation, unless sooner dissolved according to law.

ARTICLE VIII: DIRECTORS

This corporation shall have director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but there shall never be less than one director nor more than five. The name and address of the initial director

Pursuant to Section 607.034, Florida Statutes, the name and address of the initial Registered Agent of this Corporation is:

Bobbie S. Miner
1207 SW 19th Lane
Cape Coral, FL 33991

ARTICLE X: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Bobbie S. Miner
1207 SW 19th Lane
Cape Coral, FL 33991

ARTICLE XI: INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent provided by law.

ARTICLE XII: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation 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' meetings 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 of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 1st day of January, 2003.

Homespun Crafts & Country, Inc.

STATE OF FLORIDA
COUNTY of Lee)ss.:

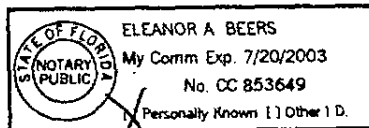
I HEREBY CERTIFY, That on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared before me Bridget A. Harper

to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this day of

Eleanor A. Beers
Notary Public

My Commission Expires: 7/20/03



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 807.0501, 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: Homespun Crafts &
Country, Inc.

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

Bobbie S Miner
(NAME)
1207 SW 17th Lane
(P.O. BOX NOT ACCEPTABLE)
Cape Coral, FL 33991
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SIGNATURE Bridget Harper
(corporate officer)
TITLE President
DATE 12/12/02

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Bobbie S Miner
DATE 12-01-02

REGISTERED AGENT FILING FEE: \$35.00