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TRANSMITTAL LETTER

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

FILED
1995 JAN 20 PM 2:45
SECRET
TALLAHASSEE, FLORIDA

SUBJECT: Apple Tree Crafts, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Sandra Franks, S/T
Name (printed or typed)

602 Ironwood Drive
Address

Ft. Walton Beach Fl. 32548
City, State & Zip

1-904-862-0241
Daytime Telephone number

700001385087
-01/20/95--01033--013
****122.50 ****122.50

F. CHESSEY JAN 24 1995

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation
of
Apple Tree Crafts, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I. Name

The name of the corporation shall be: Apple Tree Crafts, Inc.

Article II Principal Office

The principal place of business and mailing address of this corporation shall be:
602 Ironwood Drive
Fort Walton Beach, Florida 32547

Article III Shares

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "common shares." All shares of stock are equal in the following events: (1) Dividends, (2) Redemption of shares, (3) Liquidation.

Article IV Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Sandra Franks, 602 Ironwood Drive, Fort Walton Beach, Florida 32547.

Article V Incorporators

The names and street addresses of the incorporators to these Articles of Incorporation are:
Sandra Franks, 602 Ironwood Drive, Fort Walton Beach, Florida 32547
Wanda A. Munn, 409 Green Oak Lane, Niceville, Florida 32578

Article VI Powers of the Incorporators

The powers of the incorporators are to terminate upon filing of the Articles of Incorporation, and the names and mailing addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected are as follows:

President-Wanda A. Munn, 409 Green Oak Lane, Niceville, Florida 32578
Secretary/Treasurer-Sandra Franks, 602 Ironwood Drive, Fort Walton Beach, Florida 32547

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Article VII Shareholders

The maximum shareholders of this corporation's stock is thirty-five (35). Each share of stock of this corporation entitles the shareholder to one (1) vote. A voting quorum is one (1) share over fifty percent (50%) of all issued stock. In case a shareholder desires to sell his shares of stock he must first offer them for sale to the corporation, it being the intention to give the corporation preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void. In case the corporation does not desire to purchase the shares of stock, the shareholder must then offer the remaining shareholders the option to purchase, it being the intention to give the remaining shareholders the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void. A shareholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by the corporation within twenty (20) days thereafter, then any or all of the remaining shareholders have twenty (20) days to exercise their option in pro rata shares thereof. If neither the corporation nor the shareholders exercise their option, then they shall be deemed to have waived their privilege of purchasing at those terms of sale, and the shareholder will be at liberty to sell to anyone else.

Article VIII Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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.

Article IX Purpose

The purpose, object and business of the corporation is to transact, promote and engage in lawful activities for which corporations are organized under the Florida Business Corporation Act.

Article X Directors

Directors of the corporation shall not be liable to either the corporation or its shareholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a directors duty of loyalty to the corporation or its shareholders, (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation, or (4) a transaction from which the director derived an improper personal benefit.

Article XI By-laws

The power to adopt, alter, amend or repeal by-laws or amendments hereto shall be vested in the Board of Directors and the shareholders.

Article XII Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

The undersigned incorporators have executed these Articles of Incorporation this

18th day of January, 1995.

Wanda A. Munn as President Wanda A. Munn President

Sandra Franks as Secretary/Treasurer Sandra Franks S/T

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First - That Apple Tree Crafts, Inc. is desiring to organize under the laws of the State of Florida with its principal office in the City of Valparaiso, County of Okaloosa, State of Florida, has named Sandra Franks of 602 Ironwood Drive, Fort Walton Beach, Florida 32547, as its agent to accept service of process within the state.

Acknowledgement:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Dated this 19th day of January, 1995

Sandra Franks

Sandra Franks 4/3
Registered Agent

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