

1400 TOWER STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0101 FAX

800-344-8086

CSC networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07210000

REFERENCE : 566621 6099A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : March 27, 1995

ORDER TIME : 110 PM

ORDER NO. : 566621

CUSTOMER NO: 6099A

CUSTOMER: John F. Flanigan, Esq
HOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. Flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: YOUR WAY CUSTOMIZING, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN MAR 28 1995

0000001440720
03-27-95-01072-016
***122.50 ***122.50

FILED
MAR 27 AM 9 12
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
95 MAR 27 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
YOUR WAY CUSTOMIZING, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be YOUR WAY CUSTOMIZING, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 1107 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is

organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this

Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is John F. Flanigan.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are as follows:

Ellen Engelhardt

1107 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

Donna Scott

1107 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

Richard Engelhardt

1107 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

ARTICLE IX

By-Laws

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

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

INCORPORATOR

The name and address of the person signing these Articles is as follows: John F. Flanigan, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of March, 1995.

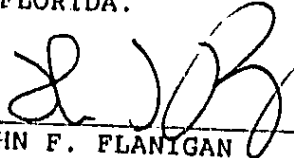

John F. Flanigan, Incorporator

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

FILED
95 MAR 27 AM 9:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0501(3),
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT YOUR WAY CUSTOMIZING, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE VILLAGE OF ROYAL PALM BEACH, STATE OF
FLORIDA HAS NAMED JOHN F. FLANIGAN LOCATED AT 625 N. FLAGLER
DRIVE, 9TH FLOOR, WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

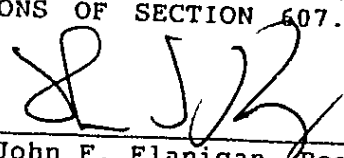


JOHN F. FLANIGAN

Incorporator
(Title)

March 24, 1995
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF
MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA
STATUTES.



John F. Flanigan, Registered Agent

March 24, 1995
(Date)

P95000024528

MOYLE, FLANIGAN, KATZ, FITZGERALD & SHEEHAN, P.A.

625 NORTH FLAGLER DRIVE • 9TH FLOOR
WEST PALM BEACH, FLORIDA 33401

POST OFFICE BOX 3888
WEST PALM BEACH, FLORIDA 33408
TELEPHONE (407) 859-7500
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GREGORY D. COOK
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C. COLE FITZGERALD, III
JOHN F. FLANIGAN
MYRA GENDEL
LYNN G. HAWKINS
MARTIN V. KATZ
WILLIAM B. KING
RONALD K. KOLINS
PAULA A. KRASKER
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TELEPHONE (904) 881-3888
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PALM BEACH GARDENS OFFICE
TELEPHONE (407) 888-8480
FACSIMILE (407) 888-8979

JON G. MOYLE
JON G. MOYLE, JR.
JODY H. OLIVER
MARK E. RAYMOND
THOMAS A. SHEEHAN, III
MARTA M. SUAREZ-MURIAS
WILTON L. WHITE

OF COUNSEL:
"THOMAS A. HICKEY
"WILLIAM J. PAYNE
"ADMITTED IN NEW YORK ONLY

Writer's Direct Line:
(407) 822-0393

May 2, 1996

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-05/20/96--01077--011
*****87.50 *****87.50

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the following documents: 1) Amended Articles of Incorporation changing the name to Your Way Crafts, Inc.; and 2) Articles of Incorporation for Your Way Customizing, Inc. I have also enclosed two checks, one in the amount of \$87.50 and the second in the amount of \$122.50, respectively, for filing fees. Kindly file the Amended Articles first and the Articles of Incorporation second. Finally, please furnish the undersigned with certified copies of each subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,

Luanne M. Falkinburg
Luanne M. Falkinburg
Secretary for John F. Flanigan

LMF/8959Z
Enclosures

N/C

VS MAY 15 1996

FILED
96 MAY -6 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAY 6 AM 11:35
DIVISION OF CORPORATIONS

6746F

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
YOUR WAY CUSTOMIZING, INC.

FILED
96 MAY -6 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, YOUR WAY CUSTOMIZING, INC. hereby adopts the following Articles of Amendment to its Articles of Incorporation.


ONE: The name of the corporation is YOUR WAY CUSTOMIZING, INC., which filed its Articles of Incorporation on March 27, 1995.


TWO: The following Amendment of the Articles of Incorporation was unanimously adopted by the Board of Directors and Shareholders of the Corporation on April 30, 1996 in the manner prescribed by the laws of the State of Florida, and the Articles of Incorporation of YOUR WAY CUSTOMIZING, INC.:

Article I of the Articles of Incorporation of the Corporation shall be amended to read as follows:

The name of the corporation is YOUR WAY CRAFTS, INC.

Executed by the undersigned at the office of the Corporation on May 2, 1996.


ELLEN ENGELHARDT, Shareholder,
President and Director


DONNA SCOTT, Shareholder,
Secretary and Director

(CORPORATE SEAL)

