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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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00001706--01054--005
****122.50 ****122.50

RE: Trading Post & Bead Company, Inc.

To Whom It May Concern:

Please find enclosed Articles of Incorporation of Trading Post & Bead Company, Inc., along with a check in the amount of \$122.50 for filing. I have enclosed an extra copy for certification to be returned to this office.

Thank you for your assistance in this regard.

pick up
1:15

Sincerely,

Carlton Enfinger
D. CARLTON ENFINGER

DCE/gdc
Encls.

cc: Mr. Frank Mezei

FILED
MAY 31 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 31 1995 BSB

ARTICLES OF INCORPORATION
OF
TRADING POST & BEAD COMPANY, INC.

FILED
95 MAY 31 AM 11: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby execute this document for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

TRADING POST & BEAD COMPANY, INC.

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation and its objects and purposes are to conduct any and all lawful business consistent with the provisions hereinafter set out or provided, and it shall have all the powers conferred by the laws of the State of Florida upon business corporations as fully and to the same extent as natural persons might or could do in all parts of the world, namely:

To establish, carry on, conduct, maintain and otherwise operate a business relating to the retail sale of ornamental beads; and to do such and everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or the benefit of this corporation.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation, but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Hundred (100) shares of One Dollar (\$1.00) par value.

The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

At each meeting of the shareholders of this corporation, the presence in person or by proxy of the holders of a majority in number of the issued and outstanding shares of stock shall be necessary to constitute a quorum for the transaction of any business. The affirmative vote of a majority represented at the meeting shall be necessary to adopt any resolution, carry any motion, or take any corporate action which requires the vote of the shareholders. As to the election of the Board of Directors, voting rights shall be cumulative.

ARTICLE V

This corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

ARTICLE VI

The principal place of business of this corporation shall be 2320 North Monroe Street, Tallahassee, Florida 32303, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The annual meeting of stockholders shall be held at the place designated by the Board of Directors.

ARTICLE VII

The number of directors of this corporation shall be not less than one (1), to be fixed from time to time by resolution of the stockholders of this corporation at their annual meeting prior to the election of directors, none of whom need to be stockholders of the corporation. They shall be elected by a majority of the stockholders present and participating at the annual meetings of the corporation to be held as prescribed by By-Laws and shall hold office after their election until their respective successors are duly elected and qualified.

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter, the said By-Laws may be amended by the Board of Directors at any regular meeting of said Board of Directors or at any special meeting for which said meeting is called by majority of the

directors present. The Board of Directors shall have full power to specify the rules and conditions under which stock certificates shall be replaced. The Board of Directors shall also have the power, from time to time, to direct and determine the use and disposition of any net profit or earned surplus of the corporation (in excess of the capital stock paid in); and the corporation may, by and through its Board of Directors, purchase, sell and trade in the bonds or other obligations of this corporation or in the shares of its capital stock; but if shares of the corporation's capital stock have been purchased and subsequently there is a reduction in the manner provided by law of the corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retired in an amount not exceeding the amount of the reduction and shall not be reissued, except as provided by law.

The Board of Directors shall elect the officers of this corporation, who shall consist of the President, who shall be a director, a Vice President, and a Secretary/Treasurer and such other and further officers as may be provided by resolution of the Board of Directors. None of these officers are required to be a stockholder of the corporation. All officers, unless elected to fill a vacancy, shall hold office after their election and until their respective successors are duly elected and qualified, unless it is provided by the By-Laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers elected by the Board of Directors shall be prescribed by the By-Laws or resolution of the Board of Directors.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this

corporation is or are interested in or is a director or officer or are directors or officers of such other corporation and may be a party or parties to or may be interested in any contract or transaction of this corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or the firm or corporation to which he may be in anywise indebted.

ARTICLE VIII

The corporation shall have the power to grant to the stockholders of record at the time of the issuance of any additional stock beyond the originally authorized maximum number of One Hundred (100) shares hereinbefore provided for, full preemptive rights in the issuance of all new stock, in that such new stock shall be first offered to such registered stockholders for sale at the "stated" or "fixed" value thereof before there shall be an offer to sell said new stock to persons other than said stockholders. The terms and other details of such offer, including the time of its acceptance and the manner of payment, shall be determined by the Board of Directors.

ARTICLE IX

The corporation shall have the power to include in its By-Laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of

its outstanding stock by any of its stockholders or in the event of the death of any of its stockholders. The manner and form, as well as all relevant terms, conditions and details hereof shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE X

The name and post office address of the subscriber who shall serve as the first Director of the Board and Officer of the corporation, who shall hold office until the successors are elected or appointed and have qualified, is as follows:

Lewis F. Mezei	2382 Barcelona Court Tallahassee, FL 32311
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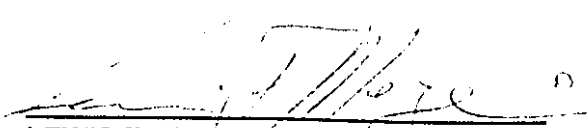
ARTICLE XI

LEWIS F. MEZEI is designated as the corporation's agent to accept service of process within Florida at 2382 Barcelona Court, Tallahassee, Florida 32311. The street address of the initial registered office for this corporation shall be 2382 Barcelona Court, Tallahassee, Florida 32311, and the Registered Agent at such address is LEWIS F. MEZEI.

ARTICLE XII

The amount of capital with which the corporation shall begin business is Twenty-Five Thousand and No/100 Dollars (\$25,000.00).

IN WITNESS WHEREOF, I, the undersigned subscriber, above-named as the
incorporator of TRADING POST & BEAD COMPANY, INC., has hereunto set my hand and
seal this 31 day of May, 1995.

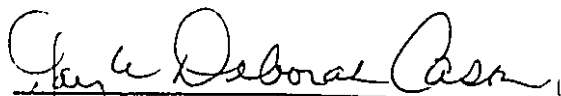

LEWIS F. MEZEI

STATE OF FLORIDA

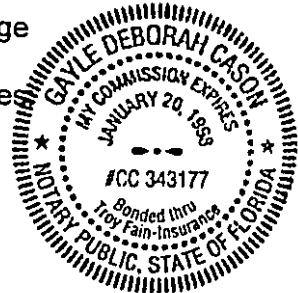
COUNTY OF LEON

BEFORE ME this day appeared **LEWIS F. MEZEI**, who is personally known to me
or has-produced personally known as identification and who did not take an
oath, who executed the foregoing Articles of Incorporation, and acknowledged to and
before me that said instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal on this 31st day of May,
1995.


NAME: GAYLE DEBORAH CASON
NOTARY PUBLIC
State of Florida at Large

My Commission Expires

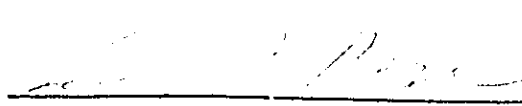


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

**STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE**

The undersigned, **LEWIS F. MEZEI**, having been designated as Agent for the service of process within the State of Florida, upon **TRADING POST & BEAD COMPANY, INC.**, a Florida corporation, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said Registered Agent is hereunto affixed at Tallahassee, Leon County, Florida, this _____ day of _____, 1995.



LEWIS F. MEZEI

FILED
95 MAY 31 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA