

Articles of Incorporation of Crafters Marketplace, Inc.

To:

The Division of Incorporation

PO Box 6327

Tallahassee, FL 32314

The undersigned acting as incorporator of a corporation under the Business Corporation Law of the State of Florida, adopts the following Articles Of Incorporation for such corporation:

Article 1

The name of the corporation (hereinafter called the corporation) is Crafters Marketplace, Inc.

The duration of the corporation shall be perpetual.

Article 2

The principal place of business of this corporation shall be 3002 W. North A Street, Tampa, FL 33679.

The mailing address of the corporation is PO Box 320956, Tampa, FL 33670 - 2956.

The name of the county and city in the State of Florida in which the said registered office of the corporation is located is the city of Tampa, in the county of Hillsborough.

Article 3

The total number of shares of capital stock that the corporation has authority to issue is 100 shares of Class A common stock with a \$1.00 par value.

The following is a description of the stock of the corporation with the preferences, conversion, and other rights, restrictions, voting powers, and qualifications.

1. With respect to voting powers, except as otherwise required by the laws of the State of Florida, the holders of Class A common stock shall possess all voting powers for purposes including, by way of illustration, and not of limitation, the election of directors.

Article 4

The name of the initial registered agent of the corporation at such address is April L. Millican. Her business office is identical with the initial registered office of the corporation, as set forth above.

Article 5

The number of Directors constituting the initial Board of Directors of the corporation is two (2).

The names and addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

April L. Millican	3002 W North A. Street	Tampa, FL 33679
Mark S. Millican	3002 W North A. Street	Tampa, FL 33679

The purpose for which the corporation is organized, which shall include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Stock Corporation Act, are as follows:

To provide a variety of information services for collectors, craftspeople, and others, to engage in the interactive exchange of information through computer networks, bulletin boards, and other electronic means, to make available such information via all types of media, through both print publication and broadcast, to include Telephone, telegraph, television, radio, audio tape, video tape, satellite transmission, and other means, as they become available, and through this information providing, to empower the primarily female creative craftsperson and business owner with inspiration and encouragement for their personal financial and creative success.

The foregoing purposes will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes that may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

To have, in furtherance of the corporate purposes, all of the powers conferred upon business corporations organized under the Florida Stock Corporation Act.

Article 6

1. The corporation shall, to the fullest extent allowed by the provisions of the State of Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a Person.
2. The stated capital of the corporation may be reduced by the Board of Directors, without the assent of the stockholders.

The provisions for the regulation of the internal affairs of the corporation shall be as set forth in the bylaws.

Certificate of Designation of Registered Agent/Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Crafters Marketplace, Inc.
2. The name and address of the registered agent and office is:

April L. Millican
(Name)

3002 North A Street
(P.O. Box or Mail Drop Box **NOT** acceptable)

Tampa, Florida 33609
(City, State, Zip)

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.

April L. Millican
(Signature)

10 July 95
(Date)

The undersigned incorporator has executed these Articles of Incorporation this

10th day of July, 19 95.

April L. Millican

April L. Millican

Signature

SECRET
JUL 12 11 35 AM
TALLAHASSEE, FLORIDA