

HAROLD J. COHEN

Attorney at Law

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Miami, FL 33143-1708

P95000066659

Corporation Division
Dept. of State
P.O. Box 6327
Tallahassee, FL 32314

Re: H & C DEVELOPMENT CORP.

August 23, 1995

Dear Sirs:

700001571587
-08/29/95--01011--0013
122.50

Enclosed please find original and duplicate original of the proposed Articles of Incorporation together with my check for \$122.50 to cover the required fees. Also enclosed is Certificate designating place of business for service of process and naming resident agent. If in order, please file the Articles and return the duplicate original and Certificate.

Thank you kindly.

HJC/jc-Encs.

AUG 28 1995 BSB

Sincerely yours,
HAROLD J. COHEN

ARTICLES OF INCORPORATION
OF

H & C DEVELOPMENT CORP.

FILED
95 AUG 28 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby subscribe to same to form a corporation under the Laws of Florida.

1. The name of the corporation is:

H & C DEVELOPMENT CORP.

2. The general nature of the business to be transacted by this corporation is:

(a) To develop and facilitate the sale of franchises to Woodworking Clubs that will educate and teach principles of design, woodworking, use of tools and equipment and all related subjects thereto.

(b) To assist and train potential franchisees to set up the woodworking clubs with the necessary tools, equipment and supplies, with a plan of operation that will help to establish a successful business for the franchisee.

(c) To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of none existent corporations and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the

capital stock of, or any bonds, securities, or other indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as agent for any person, firm or corporation, and to enter into every type of contract which might seem to be in the corporation's interest.

(h) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any thereof; to have and exercise all the rights now or hereafter conferred by the Laws of the State of Florida now in force or any amendment or amendments thereto.

The foregoing enumeration of the objects, purposes and powers is not intended and shall not be construed or held to prohibit or limit the exercise of any further rights or powers which may now or hereafter be allowed by the Corporation Laws of the State of Florida now in force or any amendment or amendments thereto.

3. The maximum number of shares that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED SHARES OF COMMON STOCK WITHOUT NOMINAL OR PAR VALUE

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

4. The amount of capital with which this corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000.00).

5. The corporation herein formed is to exist perpetually.

6. The initial post office address of the principal office of the corporation is 150 Brandy Hill Drive, Port Orange, FL 32119. The Board of Directors may from time to time move the principal office to any other address in Florida.

7. This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time.

8. The names and addresses of the subscribers to these Articles of Incorporation, the number of shares each agrees to take, and the value of the consideration therefore are:

ROBERT G. HIRSH	150 Brandy Hill Drive Port Orange, FL 32119	5 shares	\$1,000.00
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CHARLES C. CAMBRIA	436 Morning Glory Drive Lake Mary, FL 32746	5 shares	\$1,000.00
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9. The names and post office addresses of the members of the first Board of Directors are:

Same as the Incorporators listed in Par.8.

10. These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders and all of the Directors sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

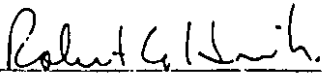
11. The Board of Directors is authorized to adopt BY-LAWS, including provisions to cover the issuance of stock certificates, and prohibitions against the transfer of the stock of the corporation and of the pre-emptive rights to such stock, provided such BY-LAWS are not contrary to the Laws of the State of Florida.


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

FIRST: That H & C DEVELOPMENT CORP., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at 150 Brandy Hill Drive, Port Orange, FL 32119 has named ROBERT G.

HIRSH at 150 Brandy Hill Drive, Port Orange, FL 32119 as its registered agent in this state.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation at Miami, Florida this 18 day of August 1995.



ROBERT G. HIRSH


CHARLES C. CAMBRIA

State of Florida)
) SS
County of Dade)

I HEREBY CERTIFY that on this day, before me a NOTARY PUBLIC, duly authorized in the State and County above named to take oaths and acknowledgments, personally appeared ROBERT G. HIRSH and CHARLES C. CAMBRIA all of whom are well known to me to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to same.

WITNESS my hand and Official Seal at Miami, Florida this 18 day of August, 1995.



HAROLD J. COHEN
COMMISSION # CC 347040
EXPIRES FEB 6, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

ATLANTIC BONDING CO., INC.
BONDED THRU
EXPIRES FEB 6, 1998
COMMISSION # CC 347040
HAROLD J. COHEN



ACKNOWLEDGEMENT

Having been named as registered agent for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By 

ROBERT G. HIRSH

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

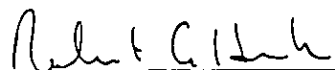
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That H & C DEVELOPMENT CORP.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Port Orange, Florida County
of Volusia, State of Florida
has named ROBERT G. HIRSH
located at 150 Brandy Hill Drive
(Street address and number of building,
Post Office Box address not acceptable)
City of Port Orange, County of Volusia,
State of Florida, as its agent to accept service of process
within this state.


CHARLES C. CAMBRIA Secretary

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By 
ROBERT G. HIRSH
(Resident Agent)