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May 2, 1996

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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

RECEIVED
96 MAY 6 AM 11:35
DIVISION OF CORPORATIONS

5/5

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ARTICLES OF INCORPORATION
OF
YOUR WAY CUSTOMIZING, INC.

RECEIVED
DIVISION OF CORPORATIONS
26 MAY -6 PM 1:13

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

Corporation 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, Florida 33411

Donna Scott

1107 Royal Palm Beach Boulevard
Royal Palm Beach, Florida 33411

Richard Engelhardt

*1107 Royal Palm Beach Boulevard
Royal Palm Beach, Florida 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

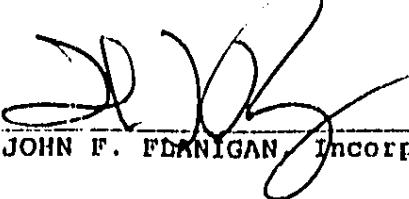
The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles of Incorporation 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 1st day of May, 1996.

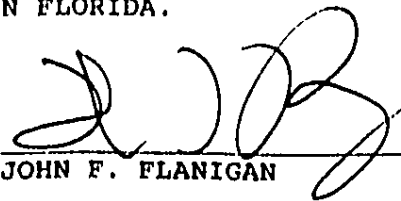


JOHN F. DANIGAN, Incorporator

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

IN COMPLIANCE WITH SECTIONS 48.091 and 607.0501(3), FLORIDA
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 NORTH FLAGLER
DRIVE, 9TH FLOOR, WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

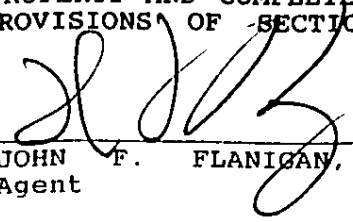


JOHN F. FLANIGAN

Incorporator
(Title)

May 1, 1996
(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

MAY 1, 1996
(Date)

FILED
STATE
DIVISION OF CORPORATIONS
96 MAY -6 PM 3:12