

P96000047359

Date April 17, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL., 32314

FLORIDA STATE
DIVISION OF CORPORATIONS
96 JUN -4 AM 9:32

Dear Sir or Madam,

Please find enclosed an original Articles of Incorporation and a copy for Punkin Patch Crafts Inc. A certified check in the amount of \$ 35 is enclosed with the articles for the filing fees that are required by the State of Florida and we are not requesting a certified copy of the articles be returned to us after you have processed them

Please send all responses and receipts to the following address.

Punkin Patch Crafts, Inc.
5359 South Florida Ave.
Lakeland FL. 33813

Attn. Mrs. Susan Knight
President

400001855094
-06/07/96--01018--003
*****35.00 *****35.00

400001855094
-06/07/96--01018--004
*****35.00 *****35.00

Thank You!

Sincerely,

Frank M. Etheredge

Frank M. Etheredge
Incorporator
941-646-8628

Received
4/23

[Handwritten signature]

W96-8669
2
6/5

May 8, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

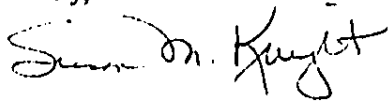
To Whom It May Concern:

Please find enclosed one original and one copy of the Articles of Incorporation for Punkin Patch Crafts, Inc. A certified check in the amount of \$35 and a business check in the amount of \$35 are enclosed with the articles for the filing fees that are required by the State of Florida. We are not requesting a certified copy of the articles at this time. Please make the incorporation effective April 30, 1996.

Send all responses and receipts to the following address:

Mrs. Susan Knight, President
Punkin Patch Crafts, Inc.
5359 S. Florida Avenue
Lakeland, FL 33813

Sincerely,

A handwritten signature in cursive script, appearing to read "Susan M. Knight".

Susan M. Knight
President



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1996

SUSAN KNIGHT - PUNKIN PATCH CRAFTS
5359 SOUTH FLORIDA AVE.
LAKE LAND, FL 33813

SUBJECT: PUNKIN PATCH CRAFTS, INC.
Ref. Number: W96000008669

We have received your document for PUNKIN PATCH CRAFTS, INC. and check(s) totalling \$35.00. However, your check(s) and document are being returned for the following:

The total amount due is \$70.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent	
Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1996

SUSAN KNIGHT
5359 SOUTH FLORIDA AVE.
LAKELAND, FL 33813

SUBJECT: PUNKIN PATCH CRAFTS, INC.
Ref. Number: W96000008669

We have received your document for PUNKIN PATCH CRAFTS, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 596A00024857

SECRET
DIVISION OF INVESTIGATION
JUN - 1 11 53 AM '62

ARTICLES OF INCORPORATION
OF
PUNKIN PATCH CRAFTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

PUNKIN PATCH CRAFTS, INC.

ARTICLE II.

PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of a craft store, and the accounting thereof.

This corporation may engage in every phase of any and all activities or business permitted by the laws of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

A. Conduct business, have one or more offices in, and buy, sell, hold, mortgage, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

B. Purchase the corporate assets of any other corporation and engage in the same character of business.

C. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses or other rights or interests thereunder and therein.

D. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

E. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this corporation shall not be voted directly or indirectly, or counted as outstanding for the purposes of any stockholders' quorum/vote.

G. Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

H. Make gifts for educational, scientific or charitable purposes.

I. Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding against liability for their good faith acts and omissions to the extent provided by law.

J. Purchase and maintain insurance of behalf of any person who is a director, officer, employee, or agent of the corporation, or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability asserted against him/her and incurred by him/her in any such capacity of arising out of his/her status as such, whether

or not the corporation would have the power to indemnify him/her against such liability under the provisions of Subsection I hereof.

K. Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in the Certification of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TWENTY-FIVE THOUSAND (25,000) shares of common stock having a par value of One and 00/100 (\$1.00) Dollar per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash property, or any other form with a value, in the judgement of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than FIVE HUNDRED and 00/100 (\$500.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually beginning on the day of filing of the Articles of Incorporation with the Secretary of State's office in Tallahassee, Florida.

ARTICLE VI. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is 45 Lemon Street, Mulberry, Florida 33860. The Board of Directors may, from time to time, move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE IV. REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and the registered office of the corporation shall be as follows:

SUSAN M. KNIGHT

45 LEMON STREET

MULBERRY, FLORIDA 33860

ARTICLE VIII. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be changed from time-to-time, as provided in the By-laws.

ARTICLE IX. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers to permit contracts or other transactions between the corporation and one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any By-laws that may be adopted by the stockholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors

shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such a vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X. ORIGINAL DIRECTORS

The name and street address of the members of the first Board of Directors are:

SUSAN M. KNIGHT

JAMES R. KNIGHT

45 LEMON STREET

45 LEMON STREET

MULBERRY, FLORIDA 33860

MULBERRY, FLORIDA 33860

The member of the first Board of Directors shall serve until their successor is elected or appointed and has been duly qualified.

ARTICLE XI. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is :

SUSAN M. KNIGHT

45 LEMON STREET

MULBERRY, FLORIDA 33860

The subscriber of these Articles of Incorporation hereby assigns to this Corporation any and all of his/her rights under Section 607.161, Florida Statutes, to constitute a corporation.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors, proposed by them to the stockholders entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, I, SUSAN M. KNIGHT, the undersigned subscriber, have hereunto set my hand and seal, this 30th day of April, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


SUSAN M. KNIGHT

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, SUSAN M. KNIGHT, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 29th day of May, 1996.

Susan Knight produced
her valid Florida
Drivers License.

Mary H. Shigh
Notary Public: _____

My Commission Expires: 11/28/1997



MARY H. SHIGH
My Commission CC200007
Expires Nov. 28, 1997
Bonded by A&B
800-688-6878

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

95 JUN 1 11 32
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: That PUNKIN PATCH CRAFTS, INC., desiring to organize
or qualify under the Laws of the State of Florida, with its
principal place of business, in the County of Polk, State of
Florida has named SUSAN M. KNIGHT, located at 45 LEMON STREET,
MULBERRY, FLORIDA 33860, as its agent to accept service of
process within Florida.

signature: Susan M. Knight
SUSAN M. KNIGHT

Title: President/
Secretary/Treasurer/
Director/Secretary/

Date: May 29th, 1996.

Having been named to accept service of process for the above
stated corporation, at the place designated in the Certificate, I
hereby agree to act in this capacity and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

signature: Susan M. Knight
SUSAN M. KNIGHT

Date: May 29th, 1996