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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2 JUNE 1997

PAULINE M. BOARDMAN
287 GROUND DOVE CIR.
LEHIGH ACRES, FL. 33936

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLA. 32314

Dear Sir:

Please find enclosed, Articles Of Incorporation for CRAFTY CREATIONS CRAFTHOUSE
INC. Please contact me if you have any further questions at 941-262-8874.

Sincerely,

Pauline M. Boardman
PAULINE M. BOARDMAN

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ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, hereby submit to Incorporation under the laws of the State of Florida, providing for the formation, liability, rights privileges and immunities of corporations for profit, the corporation named in Article I below.

ARTICLE I

The name of this Corporation shall be:

CRAFTY CREATIONS CRAFTHOUSE INC.

ARTICLE II, NATURE OF BUSINESS

This Corporation may engage in any activities permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7500) shares of common stock, of \$1.00 par value, which shall be documented fully paid and non-assessable, and further, which shall be Section 1244 stock as defined by the Internal Revenue Code.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100) dollars.

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

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ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the Corporation shall be:

287 GROUND DOVE CIRCLE
LEHIGH ACRES, FLORIDA 33936

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially.

The number of Directors may be either increased or diminished in accordance with the by-laws adopted by the shareholders but never be less than one. The name and address of the initial Director of this Corporation is:

PAULINE M. BOARDMAN
287 GROUND DOVE CIRCLE
LEHIGH ACRES, FL 33936

ARTICLE VIII, INCORPORATOR

The name and address of the incorporators are:

PAULINE M. BOARDMAN
287 GROUND DOVE CIRCLE
LEHIGH ACRES, FL. 33936

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

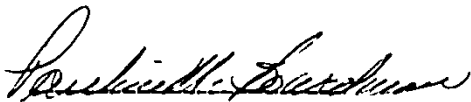
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

ARTICLE XI, SUB CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

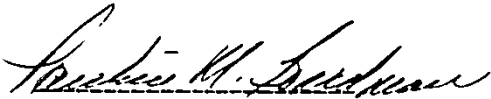
ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, PAULINE M. BOARDMAN, 287 GROUND DOVE CIRCLE, LEHIGH ACRES, FL. 33936 accepts this position as signed below:



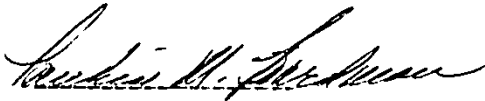
PAULINE M. BOARDMAN

The Registered Office will be located at 287 GROUND DOVE CIRCLE, LEHIGH ACRES, FL. 33936;



PAULINE M. BOARDMAN

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



PAULINE M. BOARDMAN

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STATE OF FLORIDA
TALLAHASSEE

In WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereinto set my hand and seal this 2 day of June 1997, for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Pauline M. Boardman
PAULINE M. BOARDMAN

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 2nd DAY OF June 1997.

Donald F. Knudsen

*Is Personally
KNOWN TO ME
Donald F. Knudsen*

NOTARY PUBLIC

MY COMMISSION EXPIRES

