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17 June 1997

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

700002226887--7
-06/30/97--01147--021
*****70.00 *****70.00

Re: AGAPE Quilts & Crafts, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

this represents the cost of the Filing Fees and Fee for Registered Agent Designation for the above named corporation.

Very truly yours



Richard D. Danley

AGAPE Quilts & Crafts, Inc.
c/o Richard D. Danley
3501 13th Street
St. Cloud, FL 34769

(407)892-1002

SECRET
DIVISION OF STATE
CORPORATIONS
97 JUN 30 AM 10:28

7-2-97
WS

ARTICLES OF INCORPORATION

of

AGAPE Quilts & Crafts, Inc.

SECRET
DIVISION
97 JUL 30 AM 10:28
STATE
OPERATIONS

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

ARTICLES I - CORPORATE NAME & ADDRESS

The name of the Corporation is:

AGAPE Quilts & Crafts, Inc.
2985 Windsong Ln.
St. Cloud, Fl. 34772

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED THOUSAND shares (100,000) of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Angela Wagoner
2985 Windsong Ln.

St. Cloud, Fl. 34772

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either 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 director(s) of the corporation are as follows:

Phyllis A. Elam
2876 Windsong Ln.
St. Cloud, Fl. 34772

Angela K. Wagoner
2985 Windsong Ln.
St. Cloud, Fl. 34772

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

Phyllis A. Elam
2876 Windsong Ln.
St. Cloud, Fl. 34772

Angela K. Wagoner
2985 Windsong Ln.
St. Cloud, Fl. 34772

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26 day of June, 1997.

Angela K. Wagoner (Seal)

Phyllis A. Elam (Seal)

STATE OF FLORIDA

)

SS

COUNTY OF

Osceola

)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Phyllis A. Elam known to me or who has produced her Drivers License # E450-665-59 765-0 as identification, personally appeared Angela K. Wagoner known to me or who has produced her Drivers

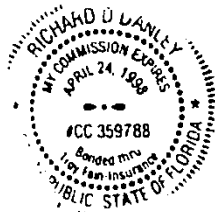
License # W356-011-65-828-0 as identification, and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 26 day of

June, 1997.

(Notary Seal)

Richard D. Danley
(Notary Public, State of
Florida at Large)



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

AGAPE Quilts & Crafts, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.034
the following is submitted:

The above corporation, desiring to organize under the
State of Florida with its registered office as indicated
in the Articles of Incorporation at:

2985 Windsong Ln.
St. Cloud, Fl. 34772

has named Angela K. Wagoner location at the aforesaid
address, as its Registered Agent to accept service of
process within this state.

ACKNOWLEDGMENT

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


(Registered Agent)

SECRET
DIVISION 1
97 JUN 30 AM 10:28
STATE RELATIONS