

Charter Number Only

P98000069373

Rebbecca F. Gelfman

Requestor's Name

2020 NE 163 St. #300

Address

N. Miami Beach, FL 33162

City

State

Zip

Phone

944-9100

VALIDATION ONLY

500002611145--5

-08/10/98--01008--006

*****70.00 *****70.00

CORPORATION(S) NAME

Craft Gallery, Inc.

FILED
98 AUG 10 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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| W.P. Verifier | |

CR2E031 (RS-85)

RECEIVED
98 AUG 10 AM
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CRAFT GALLERY, INC.

FILED
98 AUG 10 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Articles of Incorporation, and to that end do by this set forth:

ARTICLE I

The name of the corporation shall be: **CRAFT GALLERY, INC.**

ARTICLE II

The general rule of the business, objects and purpose proposed to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the extent as natural persons might or could do, to wit:

A. To engage in the small business of creating, manufacturing, assembling, and in the purchase and sale of such items as crafts, novelties, accessories for the creation of flower arrangements, wood articles and crafts, and other items associated with the small business of creating and manufacturing crafts and related items.

B. To acquire, hold, and undertake the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company, or otherwise.

C. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and/or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by 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 thereon.

E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property 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.

F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Articles of Incorporation or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida, which are hereby included.

ARTICLE III

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at anytime is One Hundred (100) shares of Common Stock, which shall have One Dollar (\$1.00) par value.

ARTICLE IV

The amount of capital with which this Corporation will begin business is not less than the sum of One Hundred (\$100.00) Dollars.

ARTICLE V

The existence of this Corporation shall be perpetual, unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this Corporation is to be located at:

9581 North Orchard Circle, Davie, Florida 33328

ARTICLE VII

There shall be one or more Directors of this Corporation.

ARTICLE VIII

The names and post office addresses of the first Board of Directors are as follows:

Nancy Alvarez
9581 North Orchard Circle, Davie, Florida 33328

David Alvarez
9581 North Orchard Circle, Davie, Florida 33328

ARTICLE IX

The names of each subscriber of the Articles of Incorporation and a statement of the number of shares of stock which they each agree to take are as follows:

Nancy Alvarez - 50 shares

David Alvarez - 50 shares

the proceeds of which amount to One Hundred (\$100.00) Dollars.

ARTICLE X

The Directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws, and to set apart out of any of the funds of the Corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The Corporation shall have a first lien on the shares of its members' stock, and upon all dividends due them for any

indebtedness by such members of the Corporation.

B. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal, or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and non-assessable.

E. Shares of the capital stock of the Corporation shall be transferred only on the books of the company by the holder thereof, in person, or by his/her attorney, upon the surrender and cancellation of a Certificate or Certificates for like number of shares.

F. The Corporation reserves the right to amend, change or repeal any provision contained in this Certificate of Incorporation in any manner, now or hereafter prescribed by law and all rights conferred on officers, directors, stockholders herein are granted subject to this reserve.

ARTICLE XI

The Officers of this Corporation are as follows:

NANCY ALVAREZ - President/Secretary

DAVID ALVAREZ - Vice-President/Treasurer

ARTICLE XII

It is the intention of the initial Board of Directors to qualify a domestic shall business corporation have stock issued pursuant to a written plan to qualify for I.R.C. § 1244.

ARTICLE XIII

Certificate designating place of business or domicile for the service of process within the State, naming agent upon whom process may be served.


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

CRAFT GALLERY, INC. desiring to organize under the laws of the State of Florida, with the principal offices as indicated in the Articles of Incorporation, has designated **RHONDA F. GELFMAN, ESQ.** whose address is: 2020 N.E. 163rd Street, Suite 300, North Miami Beach, Florida 33162, as Registered Agent, authorized to accept service of process on behalf of said Corporation within the State of Florida.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals at Davie, Broward County, Florida, this 31 day of July, 1998.



NANCY ALVAREZ



DAVID ALVAREZ

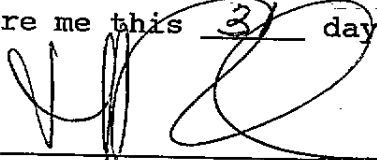
STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

BEFORE ME, the undersigned authority, personally appeared NANCY ALVAREZ and DAVID ALVAREZ, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged to me that they executed the same freely and voluntarily for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 3 day of July, 1998.



Michelle Perdomo
My Commission CC588432
Expires Sep. 25, 2000

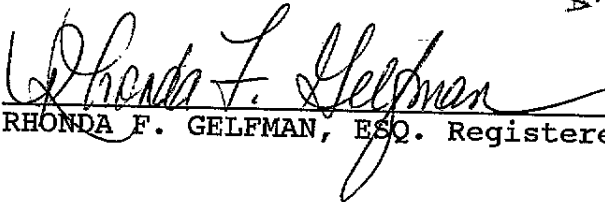

NOTARY PUBLIC-STATE OF FLORIDA

MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for CRAFT GALLERY, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position, and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this
Acceptance this day of July, 1998.


RHONDA F. GELFMAN, ESQ. Registered Agent

FILED
98 JUL 10 PM 12:06
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA