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J. KELLY KENNEDY

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MAILING ADDRESS:

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August 19, 1998

Honorable Sandra B. Mortham
Secretary of State
The Capitol
Tallahassee, Florida 32304

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-08/24/98--01136--006
****122.50 ****122.50

Re: U-Turn Crafts, Inc.

Dear Ms. Mortham:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee.....	\$ 35.00
Certified Copy.....	52.50
Registered Agent Form.....	35.00
Total	\$122.50

Thank you for your cooperation in this matter.

Sincerely,

J. KELLY KENNEDY

JKK/bc

Enclosures

xc: John E. Franklin

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FILED
98 AUG 24 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG 25 1998

ARTICLES OF INCORPORATION
OF
U-TURN CRAFTS, INC.

FILED
98 AUG 24 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I - NAME

The name of the corporation is U-TURN CRAFTS, INC. The mailing address is: 2450 Doc Lindsey Rd., Ft. Meade, Florida 33841.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2450 Doc Lindsey Rd., Ft. Meade, Florida 33841, and the name of the initial registered agent of this corporation at that address is JOHN E. FRANKLIN.

ARTICLE V - INITIAL BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of two 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 two. The names and

addresses of the members of the initial Board of Directors are:

JOHN E. FRANKLIN
2450 Doc Lindsey Rd.
Ft. Meade, Florida 33841

ELENOR A. FRANKLIN
2450 Doc Lindsey Rd.
Ft. Meade, Florida 33841

ARTICLE VI - SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is JOHN E. FRANKLIN, 2450 Doc Lindsey Rd., Ft. Meade, Florida 33841.

The original Subscriber of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director(s) designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the transferees for the election of new directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19th day of August, 1998.


JOHN E. FRANKLIN

STATE OF FLORIDA

COUNTY OF POLK

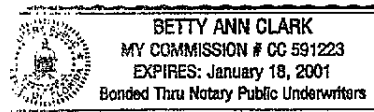
The foregoing instrument was acknowledged before me this
19th day of August, 1998, by JOHN E. FRANKLIN, who is personally
known to me, or has produced Maryland Driver's License
as identification.

Betty Ann Clark

Notary Public

Printed Name: Betty Ann Clark
(Affix notary seal)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First--That U-TURN CRAFTS, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ft. Meade, County of Polk, State of Florida, has named JOHN E. FRANKLIN

located at 2450 Doc Lindsey Rd., Ft. Meade, FL 33841
(Street address and number of building,
Post Office Box address not acceptable)

City of Ft. Meade, County of Polk, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

(Must be signed by designated agent)

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


JOHN E. FRANKLIN
Registered Agent

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FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA