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OVERSTREET, MILES, RITCH & CUMBIE, P. A
ATTORNEYS AT LAW

100 Church Street
Kissimmee, Florida 34741

MURRAY OVERSTREET
STEVE MILES
JOHN B. RITCH
FRED H. CUMBIE, II

KISSIMMEE: 407 847-5151

FACSIMILE: 407 847-3353

December 11, 1998

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

000002712110--2
-12/14/98--01129--025
****122.50 *****78.75

SUBJECT: Artisan's Gallery, Inc.
(Proposed corporate name – must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u> </u> \$70.00	<u> </u> \$78.75	<u> x </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy (Additional Copy Required)	Filing Fee, Certified Copy & Certificate (Additional Copy Required)

FROM: Fred H. Cumbie, II
Name (Printed or typed)

100 Church Street
Address

Kissimmee, FL 34741
City, State & Zip

(407) 847-5151
Daytime Telephone number

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 JAN 26 AM 11:00

FILED

NOTE: Please provide the original and one copy of the articles

SD
1/26

W98-28118
NA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1998

OVERSTREET MILES RITCH & CUMBIE
% FRED H. CUMBIE, II
100 CHURCH STREET
KISSIMMEE, FL 34741

SUBJECT: ARTISAN'S GALLERY, INC.
Ref. Number: W98000028118

We have received your document for ARTISAN'S GALLERY, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 298A00059199

OVERSTREET, MILES, RITCH & CUMBIE, P.A.
ATTORNEYS AT LAW
100 Church Street
Kissimmee, Florida 34741

MURRAY OVERSTREET
STEVE MILES
JOHN B. RITCH
FRED H. CUMBIE, II

KISSIMMEE: (407) 847-5151

FACSIMILE: (407) 847-3353

Date: January 21, 1999

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

From: Fred H. Cumbie, II, Esquire

Re: Artisan's Gallery, Inc.
Letter Number: 298A00059199

Message: Enclosed please find a copy of your letter dated December 15, 1998 and revised Articles of Incorporation for filing together with copy thereof. Please call should you have questions or comments. Thank you for your assistance in this matter.

FILED
99 JAN 26 AM 11:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARTISAN'S GALLERY CRAFT MALL, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Artisan's Gallery Craft Mall, Inc..

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 500, all of which shall be common shares.

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED OFFICE

The corporation's principal/registered office and mailing address shall be at 1106 N. Bermuda Avenue, Kissimmee, FL 34741. The shareholders may from time to time designate such other post office address and place for the registered office of this corporation as it may see fit. The Registered Agent of the corporation shall be Richard L. Walker, at said address.

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed by the shareholders of the corporation rather than Board of Directors.

ARTICLE VII - INCORPORATORS

The name and street address of the subscribers of these Articles of Incorporation are:

Richard L. Walker

1607 Regal Oak Drive
Kissimmee, FL 34744

Antoinette P. Walker

1607 Regal Oak Drive
Kissimmee, FL 34744

ARTICLE VIII - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE IX - ACTION BY SHAREHOLDERS

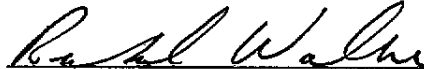
WITHOUT A MEETING

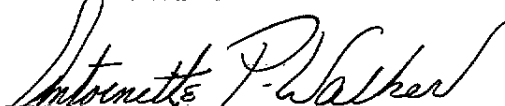
The shareholders of this corporation may take action by written consent as provided by law.

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, and any right conferred upon the shareholder is subject to this reservation.

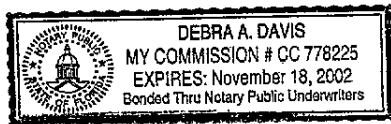
IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set their hands and seals this 21st day of January, 1999, for the purpose of forming this corporation to do business both within and without the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


Richard L. Walker


Antoinette P. Walker

STATE OF FLORIDA
COUNTY OF OSCEOLA

Before me personally appeared Richard L. Walker and Antoinette P. Walker, to me known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed, on this 21st day of January, 1999.



Debra A. Davis

Notary Public

My Commission Expires: 11/18/2002

ACCEPTANCE OF REGISTERED AGENT

I, Richard L. Walker, having been named to accept service of process for Artisan's Gallery Craft Mall, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 1106 N. Bermuda Avenue, Kissimmee, FL 34741, hereby accepts to act as Registered Agent for said corporation, and agrees to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.

Richard L. Walker

Richard L. Walker

(Registered Agent)

FILED
99 JAN 26 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA