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December 30, 1999

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32314

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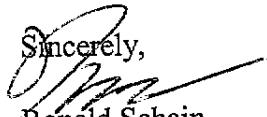
Re: Articles of Incorporation for M and S CREATIONS, INC.

Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation of subject proposed corporation. Please prepare a certified copy of said Articles, endorse your approval thereon, and return the copy to the undersigned. Our check made payable to you in the sum of Seventy-eight and 75/100 (\$78.75) Dollars is also enclosed.

This corporation will commence business upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate that your office process this charter immediately. If, for any reason, a charter cannot be issued for the proposed corporation, please contact the undersigned immediately.

Sincerely,

  
Ronald Schain

2699 Stirling Road  
Suite 206B  
Ft. Lauderdale, FL 33312  
(954) 962-0611

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-12-00

**ARTICLES OF INCORPORATION**  
**OF**  
**M and S CREATIONS, INC.**

The undersigned natural person, acting as Incorporator for the purpose of forming a Florida-based for profit corporation under the provisions of Section 607, Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I - CORPORATE NAME**

The name of the corporation shall be M and S CREATIONS, INC.

**ARTICLE II - NATURE OF CORPORATE PURPOSE**

The general nature of the business to be transacted by this corporation shall be to engage in every aspect related to creating and producing customize ceramic pieces, the selling of such ceramic pieces and other general merchandise in the State of Florida and wherever else lawful, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.

**ARTICLE III - EXISTENCE**

The duration of existence of the corporation is perpetual, unless sooner dissolved according to Florida law.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 2699 Stirling Rd., Suite 206B, Fort Lauderdale, Florida 33312.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares that the corporation shall have authority to issue is one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**ARTICLE VI - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

**ARTICLE VII - INITIAL REGISTERED AGENT AND**  
**DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 2699 Stirling Rd., Suite 206B, Fort Lauderdale, Florida, 33312, and the name of the initial registered agent of this corporation at that address is Mr. Ronald Schain.

### **ARTICLE VIII - INCORPORATORS**

The name and address of the incorporator of this corporation is as follows:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
Ronald Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312

### **ARTICLE IX - BOARD OF DIRECTORS**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than one (1). The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
Mindy S. Guttentag	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312
Stacey H. Rudnick	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312

### **ARTICLE X - INITIAL OFFICERS**

The name(s) and address(es) of the initial Officer(s) of this corporation are:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>	<b><u>OFFICE</u></b>
Stacey H. Rudnick	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312	President and Treasurer
Mindy S. Guttentag	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida 33312	Vice President and Secretary

### **ARTICLE XI - AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

### **ARTICLE XII - BYLAWS**

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock. The bylaws of the corporation may be amended, altered or repealed by majority vote of either the directors or the shareholders of this corporation.

### **ARTICLE XIII - CORPORATE POWERS**

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications.

### **ARTICLE XIV - INDEMNIFICATION**

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that

he or she is or was a director, officer, or incorporator of this corporation against expenses (including attorney fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law.

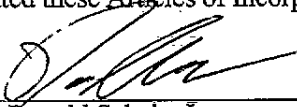
#### ARTICLE XV - LIABILITY

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida General Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida General Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida General Corporation Act, as so amended.

#### ARTICLE XVI - COMMENCEMENT

Corporate existence will commence upon issuance of the Certificate of Incorporation.

In Witness Whereof, the undersigned, as Incorporator, for the purpose of forming a corporation to do business within the State of Florida, has executed these Articles of Incorporation this 20<sup>th</sup> day of December, 1999.

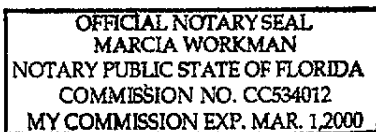
  
Ronald Schain, Incorporator


STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald Schain, personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 20<sup>th</sup> day of December, 1999.



  
Notary Public, State of Florida  
At Large

MARCIA WORKMAN  
Written Name of Notary

2699 STIRLING AVE  
Address of Notary Ft Lauderdale FL 33312

CC 534012 3/1/2000  
Commission Number/Notary

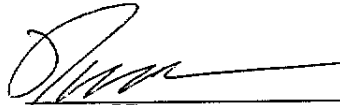
My Commission Expires:

**ACCEPTANCE AS REGISTERED AGENT**

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

M and S CREATIONS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida, has named Ronald Schain, who is located at 2699 Stirling Rd., Suite 206B, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUS RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Ronald Schain

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA