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The Funky Clay Café, Inc.
16914 Harrierridge Place
Lithia, FL 33547

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****122.50 *****78.75

January 18, 2000

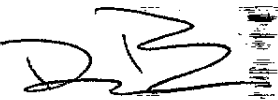
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Dear Sir:

Enclosed please find a check in the amount of \$122.50 for filing Articles of Incorporation of The Funky Clay Café, Inc. Please send the certified copy to the above address.

Thank you for your assistance.

Sincerely,



Debrah I. Boeras
Enclosure

FILED
00 JAN 26 AM 8:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

T. Burch FEB 1 2000

**ARTICLES OF INCORPORATION
OF
THE FUNKY CLAY CAFÉ, INC.**

ARTICLE I - NAME

The name of this corporation shall be The Funky Clay Café, Inc..

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this corporation shall be authorized to have outstanding at any one time shall be **[seven thousand five hundred (7,500)]** shares of common stock of the par value of one dollar (\$1.00) per share, upon which there are no preemptive rights except to the extent specified by the By-Laws. The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, services, or any other valuable right or thing, for the uses and purposes of the corporation. All shares of capital shall thereupon and thereby become and be paid in full the same as those paid for in cash at par, and shall be non-assessable forever, and the judgment of the Board of Directors as to the value of any property, right, or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is **Five Hundred Dollars (\$500.00)**.

ARTICLE V - TERM OF EXISTENCE

This corporation will exist perpetually.

ARTICLE VI - PRINCIPAL OFFICE

The address of the initial register office is 412 Deer Park Ave., Temple Terrace, FL 33617 and the name of the initial registered agent is Debrah I. Boeras located at the initial address. The registered office may be moved from time to time by action of the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

The business of this corporation shall be conducted by the Board of Directors. This corporation shall have a minimum of one director and no more than five directors on its Board of Directors. Each officer and director shall hold office until his or her successor shall be elected and qualified, provided, however, that a majority of the stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties and powers and functions of the officers and Board of Directors shall be as usually devolved upon such officers and directors, unless otherwise provided by the By-Laws.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - ORIGINAL DIRECTORS

Joelle Hushen – President – 16914 Harrierridge Place, Lithia, FL 33547

Debrah I. Boeras – Secretary/Treasurer – 412 Deer Park Ave., Temple Terrace, FL 33617

ARTICLE IX - SUBSCRIBERS

The name and address of the subscriber to the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take is as follows:

Joelle Hushen 16914 Harrierridge Place, Lithia, FL 33547

250 shares

Debrah I. Boeras 412 Deer Park Ave. Temple Terrace, FL 33617

250 shares

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - SPECIAL PROVISIONS

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this corporation. No contract or other transaction between this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any directors of this corporation who are also directors or officers of such corporation, or who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business, both within and without the State of Florida, and in pursuance of the general laws of the State of Florida, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares set opposite my name, and accordingly, have hereunto set my hand and seal this 24th day of January, 192000.

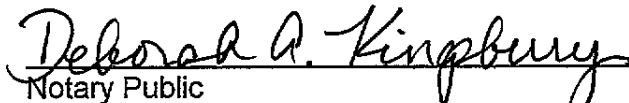


Debrah I Boeras

STATE OF FLORIDA
COUNTY OF

I hereby certify that on this day before me, a Notary Public duly authorized to take acknowledgments in the State of Florida, County named above, personally appeared **Debrah I. Boeras** and known to me to be the person described as subscriber of and who executed the foregoing Articles of Incorporation and acknowledged before me that **she** subscribed to these Articles of Incorporation.

WITNESS MY HAND AND SEAL in the County and State named above this 24th day of January, 192000.



Notary Public
State of Florida At Large

My Commission Expires:

May 23, 2001

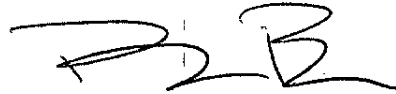


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: The Funky Clay Café, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 16914 Harrierridge Place, Lithia, FL 33547, has named Debrah I. Boeras located at 412 Deer Park Ave., Temple Terrace, FL 33617 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for 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 the said Act relative to keeping open said office.



Debrah I. Boeras, Registered Agent

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00 JAN 26 AM 8:22
TALLAHASSEE, FLORIDA