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ACCOLADES BUSINESS CONSULTANTS, INC.
7355 SW 96 STREET
MIAMI, FL 33156
TEL: 305-665-6805
FAX: 305-669-8942

MARCH 14, 2000

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*****78.75 *****78.75

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attn: New Filings Dept.

Re: Articles of Incorporation of CLAY GARDEN, INC.

Gentlemen:

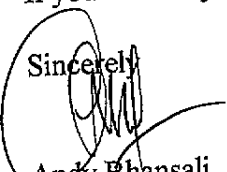
Enclosed are two original signed and notarized sets of Articles of Incorporation of the above corporation and a check in the amount of \$78.75 for filing fees and certified copy of the Articles of Incorporation.

Please register the corporation and return the second copy of Articles duly stamped as certified copy to the address below:

Accolades Business Consultants, Inc.
7355 SW 96 Street
Miami, FL 33156

If you have any questions, please call the undersigned.

Sincerely


Andy Bhansali
President

FILED
00 MAR 17 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 23 2000

ARTICLES OF INCORPORATION

OF

CLAY GARDEN, INC.

ARTICLE I - NAME

The name of this corporation is CLAY GARDEN, INC.
and the principal office address is: 3867 Crestwood Circle, Weston, FL 33326.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE III - PURPOSE

This corporation is organized to engage in the business of production and distribution of ceramic artifacts, sculptures, paintings, collectibles, decorative items, etc. in conformity with the the existing laws, municipal rules and regulations or such as may be hereafter enacted; and to engage in any other lawful business from time to time.

ARTICLE IV - CAPITAL STOCK

The authorized capital of the corporation is One Thousand (1000) common shares with no par value per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 3867 Crestwood Circle, Weston, FL 33326 and the name of the initial registered agent of this corporation is: ESPERANZA MENESES.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO directors initially. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation but shall never be less than ONE (1). The names and addresses of the initial directors of this corporation are:

ESPERANZA MENESES	3867 Crestwood Circle, Weston, FL 33326
JUANITY MENESES	3867 Crestwood Circle, Weston, FL 33326

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these articles are:
ESPERANZA MENESES, 3867 Crestwood Circle, Weston, FL 33326.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

The shares of Capital Stock of this corporation shall be issued to the persons and entities from time to time as per the business requirements.

By agreement, the shares of the stockholders are subject to the stockholders' agreement of even date and may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by the written agreement among all of the shareholders and this corporation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted 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 hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers may be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors elected by the shareholders of this corporation in accordance with the by-laws adopted by the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

of Incorporation this 14 day of 3 MARCH, 2000.

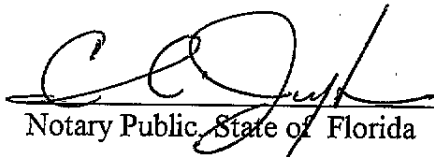


ESPERANZA MENESES
Incorporator, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

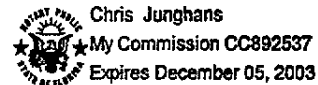
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ESPERANZA MENESES and known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of March, 2000.



Notary Public, State of Florida

My Commission Expires:



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

FILED

00 MAR 17 PM 12:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST - That CLAY GARDEN, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Weston, County of Broward, State of Florida, has designated ESPERANZA MENESES, located at 3867 Crestwood Circle, Weston, FL 33326 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 provisions of said Act relative to keeping open said office.


ESPERANZA MENESES, Resident Agent