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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Fidelity Accounting Services

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #) 000003320920--6
07/12/00 01043-011
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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ROUND TREE POTTERY, INC.

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TALLAHASSEE, FLORIDA

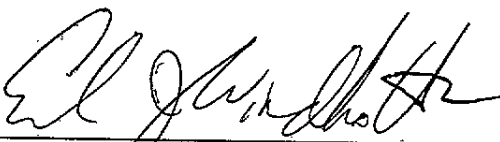
1. The name of the corporation is **ROUND TREE POTTERY, INC.**
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act, including, but not limited to the sale, promotion, or any other lawful activity as relates to the general business activity associated with pottery or any other retail or wholesale trade.
4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 100,000 shares of common stock, par value \$.01 per share.
5. The location and mailing address of the initial registered office and principal office of the corporation are 1924 West 23rd Street, Panama City, Florida 32405, and the name of its initial registered agent at such address is Emil J. Windholtz.
6. The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Emil J. Windholtz	9914 Davenport Avenue Youngstown, FL 32466
Mitchell D. Grafton	905 West 26 th St. #85 Lynn Haven, FL 32444
7. The name and address of the incorporator of the corporation is Emil J. Windholtz, 1924 West 23rd Street, Panama City, FL 32405.
8. Any shareholder, or the corporation itself as provided by these by laws, shall have the pre-emptive right to purchase shares of any class of capital stock of the

corporation, including treasury shares if the same or greater consideration is paid for such treasury shares as was incurred by the corporation. Such right shall include the right to notice of consideration of offer to purchase shares, if such offer is valid and reasonable and said shareholder intends to exercise any of the rights afforded by such offer, such notice shall be given with a minimum of seven days consideration and upon the payment of an amount equivalent to the offer in consideration plus one dollar (US), allowing that said consideration may be required by the selling shareholder to be paid not less than thirty days from the notification of intent to purchase and said notification of intent to purchase to be provided before the end of the seven day consideration period, said shares shall be transferred to the electing shareholder. Any shareholder may utilize this section to purchase any amount or all shares as may be stipulated by the duly required notice of consideration of offer to purchase shares regardless of any requirements in the offer under consideration requiring a stated or minimum number of shares. The provisions of this section shall not apply upon any current shareholders who are engaging in any transactions involving shares of the corporation as long as both the buying and selling parties are both current shareholders and the shares transferred inure to the benefit of a current shareholder. Further, this provision shall not apply to the sale or transfer of any shares to any trusts as long as the trust inures to the direct or indirect benefit of the transferring shareholder or said shareholders heirs and beneficiaries.

9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Florida General Corporation Act, executes these Articles of Incorporation this 1st day of June, 2000.



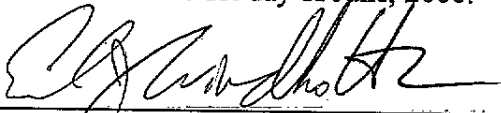
Emil J. Windholtz

ACCEPTANCE OF INITIAL REGISTERED AGENT
ROUND TREE POTTERY, INC.

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TALLAHASSEE, FLORIDA

I hereby accept appointment as Registered Agent for Round Tree Pottery, Inc. and am familiar with and accept the duties and responsibilities as Registered Agent.

DATED as of the 1st day of June, 2000.



Emil J. Windholtz, Registered Agent